Corporation Record

00046 00001

CLERK OF THE CIRCUIT CONTATE DEPARTMENT OF ASSESSMENTS
WASHINGTON COUNTY AND TAXATION

ARTICLES OF INCORPORATION ROVED FOR RECORD

OF

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ST. PAUL'S UNITED CHURCH OF CHRIST, a religious corporation

THIS IS TO CERTIFY:

#### **FIRST**

That we, the subscribers, Seth K. Schnebly of 14706 Fairview Road, Clear Spring, Maryland 21722; Jeffrey Metz, of 16850 Bakersville Road, Boonsboro, Maryland 21713; Sonja Pereschuk of 15709 Jones Chapel Road, Hagerstown, Maryland 21740; and Daniel Secrest of 14007 Spickler Road, Clear Spring, Maryland 21722; all being of full legal age and sui juris, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of

**SECOND** 

The name of the Corporation (hereinafter called the "Corporation) is "ST. PAUL'S UNITED CHURCH OF CHRIST, a Religious Corporation".

THIRD

The post office address of said Corporation shall be 14232 National Pike, Clear Spring, Maryland 21722.

#### FOURTH

The resident agent of said Corporation shall be Seth K. Schnebly of 14706 Fairview Road, Clear Spring, Maryland 21722, and said resident agent is NOILVXVI \*SINBMSSBSV a citizen 01 the State of Maryland and actually resides therein.

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FIFTH

The duration of the Corporation shall be perpetual.

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Aug 10 12 HEPH '92 CENNIC J. WEAVER, CLERK

SIXTH



## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

The Corporation shall be operated for the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian education and fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means; and to perform Christian marriage ceremonies and Christian burials.

#### SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

#### EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

#### NINTH

The Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Section 501(c)(3) of the Internal Revenue Code.

#### TENTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

#### ELEVENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:

- (1) Catoctin Association of United Church of Christ, Frederick, Maryland 21701;
- (2) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or
  - (3) A Corporation, trust, or community chest, fund or foundation:
- a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;
- b. Organized and operated exlusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;
- c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
  - d. No substantial part of the activities of which is carrying

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph "b".

#### **TWELFTH**

The estate, property, interests and business of the Corporation shall be held and managed by a Board of ten (10) Trustees, nine of whom are Nick Hill, Margaret Cornett, Felecia Hill, John Schnebly, Seth K. Schnebly, Jeffrey Metz, Sonja Pereschuk, Daniel S. Secrest and Glenda Drury, shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation, one of the said Trustees shall be elected for a term of one year, two for a term of two years and two for a term of three years, and thereafter Trustees shall be elected to fill vacancies created by the expirations of terms for a period of three years; that all Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

In order to be eligible to vote at the annual meeting for the election of Trustees, a person must be a member in good standing of the Corporation.

The officers of the corporation shall be a President, Vice

President, Secretary and Treasurer. The President and Vice President shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. The Secretary and

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Treasurer shall be elected annually by the Board of Trustees from the members of the Corporation. Said officers shall perform the duties usually assigned to their respective offices. The Board of Trustees shall meet at regular intervals for the discharge of their duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

In order to qualify for election as Trustees or officers, a person must be a member in good standing of the Corporation.

The officers of the Corporation until the first election by the shall be as follows:

President:

Seth K. Schnebly

Vice-President:

Jeffrey Metz

Secretary:

Sonja Pereschuk

Treasurer:

Daniel Secrest

#### THIRTEENTH

That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interest and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

#### FOURTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may, from time to time, deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Corporation and, if required by the Trustes, countersigned by the President or Vice President of said Corporation.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this  $/2^{\pm l}$  day of  $/2^{\pm l}$ , A.D., 1992. ATTEST:

Seth K. Schnebly, Trustee (SEAL)

Jeffrey Metz, Trustee (SEAL)

Daniel Steerest (SEAL

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

I HEREBY CERTIFY, That on this /2th day of A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Seth K. Schnebly, Jeffrey Metz, Jonja Pereschuk, and Daniel Secrest, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Jenetta & Danie Notary Public

My Commission Expires: april 1, 1996

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



of the circuit court shirteepartogat of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: OM T

Documents on \_\_\_

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

ST. PAUL'S UNITED CHURCH OF CHRIST

APPROVED AND RECEIVED I	FOR RECORD BY	THE STATE DEPARTMENT	OF	ASSESSMENTS	AND	<b>TAXATION</b>
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OF MARYLAND MAY

15, 1992

AT 8:47

O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID

20.00

20.00

D3432416

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
ROBERT B. STONE, ESQ.
MILLER & STONE
120 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

225C3051646

A 390605

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2419 2502



LERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF

RECEIVED

COSTA ADVERTISING & ASSOCIATES, INC. '92 MAY 14 AM 9

36

STATE DEPT. OF ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Kathryn K. Costa, whose post office address is 650 Westwood Street, Hagerstown, MD 21740; being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Costa Advertising & Associates, Inc.

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

Advertising agency.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 650 Westwood Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kathryn K. Costa, 650 Westwood Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

Aug 10 12 46 PH 'SPATE DEPARTMENT OF ASSESSMENTS AND TAXATION

21358368

CENNIS J. WEAVER, CLERK

APPROVED FOR PAYMENT

공418 2421

5-14-92 at 9:36a.m.

SNYDER & ATTOMETY
POOLE, A

# QOOLA 6 00010 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of curectors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

- A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and
- B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Kathryn K. Costa.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of Qpil, 1992.

Dance & Hois

Kathryn K. Costa

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

I HEREBY CERTIFY, that on this and day of the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kathryn K. Costa and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

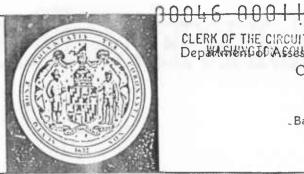
## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT
Departments and Taxation
CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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3		Rec. Fee (Merger or	
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4		Rec. Fee (Transfer)	Change of Name
5		Rec. Fee (Dissolution)	Change of Principal Office
6 .		Rec. Fee (Revival)	Change of Resident Agent
2		Foreign Qualification	Change of Resident Agent
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COSTA ADVERTISING & ASSOCIATES, INC.

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

OF MARYLAND MAY

14, 1992

AT 9:36

O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3432259

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
G.E. CHIP SNYDER, JR.
SYNER & POOLE, P.A., ATTORNEYS
28 JONATHAN STREET
HAGERSTOWN
MD 21740

22503051630

A 390591

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3418 2420





Washi ton Square United Methodist Church

538 Washington Avenue HAGERSTOWN, MARYLAND 21740 Phone (301) 739-2653

May 5, 1992

The Washington Square Methodist Church of Hagerstown, a Maryland Corporation having its principal place of worship in Washington County and in the City of Hagerstown at the street address 538 Washington Square, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by adding the following amendment:

Insert the word "United" between Square and Methodist.

SECOND: The foregoing amendment was duly advised by the trustees and approved by the members of the religious corporation.

We, the undersigned trustees who approved the resolution advising the foregoing amendments, acknowledge, in the name and on behalf of said Corporation, \_ the foregoing amendments to be the corporate act of said Corporation.

8	TRUSTEE:	signed Marshall W. Gallion, Jr.
E	S = 1	typed Marshall w. Callion, St.
<u>i</u> 00	TRUSTEE:	signed Coffeed MI Jan
11 CO	5 5	typed Clifford M. Izer
E	TRUSTEE:	signed Danzo a. Hildelramo
	57	typed David A. Hildebrand
	TRUSTEE:	signed Sharen a. Suffeth
		typed Sharon A. Griffith

as our new Resident of Record James T. Poindexter whose home address is 19026 Long Meadow Road, Hagerstown, MD 21742

The Undersigned, Chairman of the meeting of the members, certify to the best of my knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are in all material respect, under the penalties of perjury.

> signed G. Dennis Thurston typed

STATE DEPARTMENT OF ASSESSMENTS FILED ALL TALATION

APPROVED FOR RECORD Aug 10 12 47 EM 392 8 9 LENNIS J. WEAVER, CLERK

21298285

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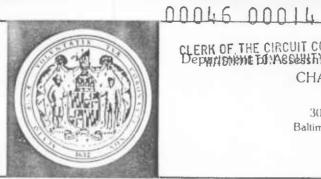
## . STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P-5.



## CLERK OF THE CIRCUIT COURT Department of Assessitivents and Taxation **CHARTER DIVISION**

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: 2m T

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY-

ARTICLES OF AMENDMENT
OF
WASHINGTON SQUARE METHODIST CHURCH OF HAGERSTOWN
CHANGING ITS NAME TO:
WASHINGTON SQUARE UNITED METHODIST CHURCH OF
HAGERSTOWN

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

OF MARYLAND MAY

8, 1992 AT

8:41 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

20.00

D0221523

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: MALED SEP 17 1992
WASHINGTON SQUARE UNITED
METHODIST CHURCH
538 WASHINGTON AVE.
HAGERSTOWN MD 21740

223C3051419

A 390388

ASSESSA MARYLA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3418 1313

Corporation Record STATE DEPARTMENT OF ASSESSMENTS ALD TAXATION 00016 APPROVED FOR PAYMENT CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 5-6-92 at 8:32 a RECEIVED ARTICLES OF INCORPORATION '92 MAY 6 AM 8 32 OF STATE DEPT. OF ASSESSMENTS & TAXATION EVERGREEN AUTO PARTS, INC. (A Close Corporation) THIS IS TO CERTIFY: FIRST: That I, the undersigned, Howard W. Gilbert, Jr., being at least eighteen years of age, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland. SECOND: The name of the Corporation (which is hereinafter called the Corporation) is EVERGREEN AUTO PARTS, INC. THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code. FOURTH: The purposes for which the Corporation is formed are as follows: To manufacture, produce, purchase or otherwise acquire, own, deal in, sell, pledge or otherwise dispose of at wholesale and/or retail, all manner of accessories and appliances to be used on motor vehicles of every description, petroleum products, and other items and articles useful to or desirable for repair or maintenance of motor vehicles. To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments. To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in FlimDtation 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.

LENNIS J. WEAVER, CLERK

Aug III

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The post office of the principal office of the Corporation in this State is 13007 Lance Circle, Hagerstown, Maryland, 21742. The name and post office address of the resident agent of the Corporation in this State are James M. McGarity, Sr., 13007 Lance Circle, Hagerstown, Maryland, 21742. Said resident agent is a citizen actually residing in this State.

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

SEVENTH: The Corporation elects to have no board of directors. James M. McGarity, Sr. and Teresa R. McGarity will serve as directors until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30 day of April , 1992.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30 day of April , 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Notary Public )

My Commission Expires: 12/1/94

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT Departmacht; to The Sessith of the and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF EVERGREEN AUTO PARTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENT	SAND	TAXATION
--	------	----------

OF MARYLAND MAY

6, 1992 AT

8:32 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3427978

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
H- W- GILBERT
MACKLEY, GILBERT & MARKS
35 EAST WASHINGTON STREET
HAGERSTOWN
MD 21740

221C3051005

A 390183

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3417 1718



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARYEH L. HERRERA, M.D., P.A.

RECEIVED

ARTICLES OF AMENDMENT

'92 APR 31 AM 8 17

STATE DEPT. OF Aryeh L. Herrera, M.D., P.A., a Maryland profession at TAXATION corporation, having its principal office at 324 East Antietam Street, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock with a par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Arych L. Herrera, M.D., P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 20th day of 20th, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Arych L. Herrera, M.D., P.A. and, Whder the penalties of perjury, that the matters and facts Set forth herein with respect to authorization and approval are true In all herein with respect to authorization and approval are true In all material respects to the best of his knowledge, information and belief.

ATTEST:

ARYEH L. HERRERA, M.D.,

President

BY: Aryen L, Herrera

Cynthia f. Orider

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION

APPROVED FOR PAYMENT

5-1-92at

8:26a.m.

Aug 10 12 47 PH "92

CENNIC J. WEAVER, CLERK

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

As.



# CLERK OF THE CIRCUIT COURT Departments and Taxation CHARTER DIVISION

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Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

ARYEH L. HERRERA, M.D., P.A.

APPROVED AND RECEIVED	FOR RECORD BY	THE STATE DEPARTMENT	OF	<b>ASSESSMENTS</b>	AND	TAXATION
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OF MARYLAND MAY

1, 1992 A

8:26

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

20.00

D3311842

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1257
HAGERSTOWN MD 2

• P.A.

MD 21741 1267

22003050961

A 390150

OF MARYLA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1917 148<u>1</u>

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

# STONE & ROBINSON ENTERPRISES, INC. A CLOSE CORPORATION

8

ARTICLES OF INCORPORATION RECEIVED

FIRST: I, the undersigned, Shawn W. Robinson whose Address is 27 South Potomac Street, Apt. 2-South, Hagerstown, Maryland, 21740, do hereby state my 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 hereafter called the Corporation) is

#### STONE & ROBINSON ENTERPRISES, INC.

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

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

- 1. To establish and operate restaurants and/or places of entertainment for the general public.
- 2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class description.
- 3. To generally engage in, do, and perform any enterprise, act or vocation that a natural person might do or perform.

FIFTH: The post office address of the principal office of the Corporation in this State is 62 West Antietam Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation in this State is J. Russell Robinson, 152 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides therein.

SIXTH: The total amount of 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 number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation. The

Aug 10 12 47 PM '92 DEPARTMENT OF ASSESSMENTS
AND TAXATION

LENNIS WEAVER. CLERK APPROVED FOR PAYMENT

BY:

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5-4-92 at 9:31 a. I

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

names of the Director who shall act until the first annual meeting of stockholders or until his successor is chosen and fully-qualified is Shawn W. Robinson.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25th day of April 1992.

WITNESS:

JAMES Robinson Shawn W. Robinson

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

I HEREBY CERTIFY, That on this 28th day of April, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Shawn W. Robinson, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within and aforegoing Articles of Incorporation, and he acknowledged the signing of the aforegoing Articles of Incorporation to be his voluntary act.

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

J Runell Robus Notary Public

My Commission Expires:

7-1-94

J. RUSSELL ROBINSON Notary Public Washington County Maryland

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.5.

APPROVED BY:



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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

3417 0875

Room 809 301 West Preston Street Baltimore, Maryland 21201

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# ONNIS 00025 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
STONE & ROBINSON ENTERPRISES, INC.

APPROVED AND RECEIVED FO	OR RECORD	BY THE	STATE DE	PARTMENT	OF ASSESSMEN	TS AND	TAXATION
OF MARYLAND MAY	4 9	1992	AT	9:31	O'CLOCK	A•	M. AS IN CONFORMITY
WITH LAW AND ORDERED RE	CORDED.						
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ORGANIZATION AND CAPITALIZATION EEE PAID:			RECOR FEE P				SPECIAL EEE PAID:

20.00

20.00

D3427218

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
ROBINSON & ROBINSON
J. RUSSELL ROBINSON, II
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

22003050851

A 390066

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3417 0872



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

MARYLAND HOME CONSTRUCTION, INC.

ARTICLES OF AMENDMENT

RECEIVED

'92 APR 30 AM 9 03

Maryland Home Construction, Inc., a Maryland Corporation having its principal office at 417 West Wilson Boulevard TAXATION Hagerstown, Washington County, Maryland 21740 (ASSESSMENTS TAXATION referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the / Department") that:

FIRST: The Charter of the Corporation is hereby amended by changing the location of the principal office from 417 West Wilson Boulevard, Hagerstown, Washington County, Maryland 21740, to 326 East Wilson Boulevard, Hagerstown, Washington County, Maryland 21740.

SECOND: The Charter of the Corporation is hereby amended by changing the Resident Agent from Jeffrey A. Piper and Forrest D. Shugars at 417 West West Wilson Boulevard, Hagerstown, Washington County, Maryland 21740, to Jeffrey A. Piper at 326 East Wilson Boulevard, Hagerstown, Washington County, Maryland 21740

THIRD: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved aid amendment.

IN WITNESS WHEREOF, Maryland Home Construction, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 27 day of April, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Maryland Home Construction, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

MARYLAND HOME CONSTRUCTION, INC.

Janet L. Piper, Secretary

Aug 10 12 47 PM '92

LENNIC J. WEAVER, CLERK

BY: \_\_\_\_

212144 (1523

1-30-52 at 9:03

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WEDEFURATION CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

# 00046 00029 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF MARYLAND HOME CONSTRUCTION, INC.

APPROVED AND	RECEIVED FOR	RECORD B	Y THE STATE I	DEPARTMENT (	OF ASSESSMENT	S AND TAXATION	
OF MARYLAND	APRIL	30,	1992 AT	9:03	O,CTOCK	A . M. AS IN COM	FORMITY
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ORGANIZATION AN CAPITALIZATION FEE I				ORDING PAID		SPECIAL FEE PAID.	

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

20.00

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

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RETURN TO:
KAYLOR & WANTZ
123 WEST WASHINGTON ST. HAGERSTOWN MD 21740



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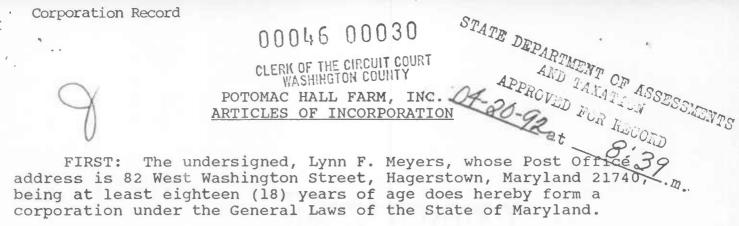
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2416 1922

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

POTOMAC HALL FARM, INC.

ARTICLES OF INCORPORATION



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

The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To engage in the cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of livestock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary to the conduct and operation of such business.
- To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, mold, lease, manage, operate, develop, control, build, erect, omaintain, construct, reconstruct or purchase, either directly of through ownership of stock in any corporation, any lands, building, office, stores, warehouses, mills, shops, factories, plants, gash houses, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the Corporation, or any part thereof.
- To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- To apply for, obtain, purchase or otherwise (4)acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used

Aug 10 12 47 PH '92

EENNIC J. WEAVER, CLERK

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 11166 Ashton Road, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland are Nellie C. Strite, 11166 Ashton Road, Clear Spring, Maryland 21722. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Million (\$1,000,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Nellie C. Strite Warren E. Strite

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.
- (b) No contract or other transaction between the Corporation and any other corporation and no act of this

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the unanimous vote of every stockholder of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this day of \_\_\_\_\_\_, A.D., 1992.

Witness:

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## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.0.



# CLERK OF THE CIRCUIT COURT Department of Assessments and Taxation CHARTER DIVISION

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Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: mT

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF POTOMAC HALL FARM, INC.

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

OF MARYLAND APRIL 20, 1992 AT

8:39 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

200.00

20.00

D3424173

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MALLE

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

HAGERSTOHN

MD 21741 1267



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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

B416 0715

00046 00036

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

RECEIVED

ARTICLES OF INCORPORATION APR 17 AM 11 31

OF

STATE DEPT. OF ASSESSMENTS & TAXATION

WORLD-WIDE WITNESSES, INC.

PT. OF LTAXATION

ARTICLE I.

NAME

The name of the corporation shall be WORLD-WIDE WITNESSES, INC.

ARTICLE II.

### NATURE AND PURPOSE

The nature and purposes for which WORLD-WIDE WITNESSES, INC. is formed are to do any and all things herein set forth to the same extent and as fully as natural persons might or could do, and in any part of the world, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, namely:

and dissemination of the Gospel, to establish and conduct Biblical
Missions among all nations, to conduct, promote and encourage
missionary endeavor, and to perpetuate and extend the influence
of true evangelical piety and Gospel order, to license and ordain
worthy candidates to administer the Gospel and perform ministerial
functions, to establish, conduct and operate Bible Schools, Churches,
Camps, Resident Rehabilitation Centers, Prison Outreaches, Youth and
Street Outreaches Deplaincy Programs, and other such allied
functions, not herein mentioned, but as may be in keeping with and
extending the nature and Surposes of WORLD-WIDE WITNESSES, INC. 2496 0378

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

part of the net earnings of which to enure to the benefit of any member, shareholder or other individual;

- 2. To purchase, lease, hold, sell, develop, lien, mortgage, grant and convey, or otherwise acquire, or dispose of, real and personal property of whatsoever kind and nature, necessary or proper for carrying out the purposes of WORLD-WIDE WITNESSES, INC.
- 3. 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, town, city, county, state or government, necessary or proper for carrying out the objects and purposes of WORLD-WIDE WITNESSES, INC.
- 4. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;
- 5. To issue its bonds or obligations from time to time and to secure the same by mortgage, pledge, deed of trust or otherwise;
- 6. To hold, or in any manner dispose of, the whole or any part of the property, real, personal and mixed, so purchased and held or acquired in any manner by WORLD-WIDE WITNESSES, INC.
- 7. To receive by bequest, legacy, gift, donation or otherwise, cash or other valuable securities, bonds, mortgages, or other personal property and real estate or any interest therein from time to time and to hold in trust for such purposes as may be designated by the giver or donor and for such other lawful purposes designated as an individual might or could do, with full power to invest and reinvest the funds arising therefrom in such securities

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or properties as may be deemed advisable in all such cases where the manner of investing or reinvesting said funds has not been particularly set forth in a document accompanying such donation, gift, beguest or legacy, or as may be permitted by law;

- 8. No part of any net earnings of WORLD-WIDE WITNESSES, INC. shall enure to the benefit of any private member or individual, but the whole thereof shall be devoted to promoting the evangelistic and missionary work at home and abroad throughout the world of WORLD-WIDE WITNESSES, INC. as aforesaid; and no substantial part of the activities of WORLD-WIDE WITNESSES, INC. shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of any fund or property of WORLD-WIDE WITNESSES, INC., if any, shall enure to the benefit of any private member or individual, trustee, member of the Board of Directors, manager or the governing body of WORLD-WIDE WITNESSES, INC. by reason of his, her or their membership therein, but this shall not be construed to deprive a member or individual, trustee, member of the Board of Directors or manager from receiving compensation for services rendered to WORLD-WIDE WITNESSES, INC. in the conduct of its business;
- 9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the lawful powers of WORLD-WIDE WITNESSES, INC.
- 10. The ministry of WORLD-WIDE WITNESSES is not authorized in any way to issue capital stock.

Page 4.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLE III.

#### ADDRESS

The physical address of the principal office of WORLD-WIDE
WITNESSES, INC. in this state is Parker Road, Salisbury, Maryland,
21801. The post office address of the principal office of WORLDWIDE WITNESSES, INC. in this state is Post Office Box 300 Parsonsburg,
Maryland, 21849. The resident agent of WORLD-WIDE WITNESSES, INC.
is Howard F. Travers Jr., whose post office address is Parker Road,
Salisbury, Maryland, 21801, said resident agent being a citizen of
the state of Maryland and actually residing therein.

#### ARTICLE IV.

#### BOARD OF DIRECTORS AND MEMBERS

WORLD-WIDE WITNESSES, INC. is not authorized to issue any capital stock. The number of Directors of WORLD-WIDE WITNESSES, INC. shall not be less than two, nor more than fifteen, and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Howard F. Travers, Jr., Dana Ann Cordrey Travers, 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.

#### ARTICLE V.

#### LIQUIDATION AND DISSOLUTION

No amendment, alteration, change or repeal of any provisions contained in these Articles of Incorporation shall be effective to authorize the diversion of the funds of WORLD-WIDE WITNESSES, INC.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

from the charitable purposes hereinabove specified. In the event of dissolution of WORLD-WIDE WITNESSES, INC., the Board of Directors, managers, trustees, or the governing body thereof, as the case may be, in connection with any liquidation or dissolution of WORLD-WIDE WITNESSES, INC., shall donate, transfer, assign and convey all or any parts of the assets and property of WORLD-WIDE WITNESSES, INC. unto such charitable, educational or scientific institutions as are recognized by the Internal Revenue Service as being exempt organizations under Section 501-C3 of the Internal Revenue Code in such proportions and upon such terms as the acting Board of Directors by valid action may determine.

PICHARA OF AUBLIC AND CO COUNTY

Howard F. Travers Jr. (Seal)
Route 8 Box 351 Parker Road
Salisbury, MD 21801

Dana Ann Cordrey Travers

Route 8 Box 351 Parker Road

Salisbury, MD 21801

Lebecca B James (Seal)

Rebecca R. Travers
Route 3 Box 368A Shavox Road
Salisbury, MD 21801

My commission expires Nucl, 1993

lalter Richard Holloway

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: AW

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00041

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF WORLD-WIDE WITNESSES, INC.

APPROVED	AND RECEI	/ED FOR	RECORD BY	THE	STATE	DEPARTMENT	OF	<b>ASSESSMENTS</b>	AND	TAXATION
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OF MARYLAND APRIL

29, 1992 AT

8:39

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

20.00

20.00

D3423456

TO THE CLERK OF THE COURT OF

HASHINGTON COUNTY

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

RETURN TO:

MAILED

WORLD-WIDE WITNESSES, INC.

P.O. BOX 300 PARSONSBURG

MD 21801



215C3050319 A 389215

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESCMENTS AND TAXATION,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD at

SUNSET TAVERN, INC.

#### ARTICLES OF AMENDMENT

#### TO A CLOSE CORPORATION UNDER TITLE 4

SUNSET TAVERN, INC., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that as a result of a special meeting held on the 10th day of January, 1992, the Board of Directors and Stockholders of the Corporation have duly voted and authorized the change to a Close Corporation under Title 4, and incorporates those changes and revises the original Articles of Incorporation as approved by the State of Maryland on October 20, 1965, as follows:

Articles 'First' and 'Second' have no changes. Articles 'Third' and forward are deleted and replaced with new language as stated below.

Third: The corporation shall be a close corporation as authorized by Title 4.

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

- A. To engage in and carry on a general tavern and restaurant business, SS general merchandise business;
- To purchase, lease, or otherwise acquire, hold, devetop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property wherever situated;
- To expressly possess all purposes and to engage in and promote any legal activity, subject to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.
- Fifth: The post office address of the principal officer of the Corporation in Maryland is 16716 National Pike, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Harold E Burger, 16716 National Pike, Hagerstown, Maryland 21740.
- The total number of shares of stock which the Corporation has Sixth: authority to issue is one hundred thousand (100,000) shares of the par value of one dollar (\$1.00) a share, FiliED one class, and having an aggregate par value of one hundred thousand dollars (\$100,000.00).

Aug 10 12 47 PH '92

EENNIS J. WEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Eighth: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are Harold E Burger, JoAnn Burger and Dennis J Rauth.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.
- (2) The Board of Directors of the corporation may classify or reclassify and unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of such shares.

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

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

The duration of the Corporation shall be perpetual.

We, Harold E Burger, President, JoAnn Burger, Secretary-Treasurer, and Dennis J Rauth, Vice-President, hereby acknowledge on behalf of Sunset Tavern, Inc., that the foregoing 'Articles of Amendment' are the corporate act of said corporation and further certify under penalties of perjury to the best of our knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

IN WITNESS WHEREOF, We have signed the Articles of Amendment of Incorporation on this  $24^{TH}$  day of APRIL, 1992, and severally acknowledge the same to be our acts.

Level L. Shindle NESS Levald L. Shindle NESS

DENNIS J RAUTH, VICE-PRESIDENT

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.5.



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF SUNSET TAVERN, INC.

ADDDOVED AND	DECEIVED FOR	DECORD BY	THE STATE	DEDA DIMENT OF	F ASSESSMENTS AND TAXATIO	ME

OF MARYLAND APRIL

27, 1992 AT

10:22 O'CLOCK A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID:

20.00

D0322818

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: SHINDLE'S TAX SERVICE 2532 VIRGINIA AVE. WILLIAMSPORT

MD 21795

213C3050162

A 389055

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



Corporation Record

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

SLUGGER'S INC.

A Maryland Close Corporation
Organized Pursuant to Title Four S

Of The Corporations and Associations Articles

Of The Annotated Code of Maryland

FIRST: I, Mark B. Hartle, whose post office address

FIRST: I, Mark B. Hartle, whose post office address is 10039 Sharpsburg Pike, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Slugger's Inc..

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

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

- (1) To operate an establishment for the sale of food and alcoholic beverages; and to engage in any other lawful purpose and/or business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

of the Corporation in this State is 10039 Sharpsburg Pike, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Mark B. Hartle, 10039 Sharpsburg Pike, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock without par value.

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

The names of the Directors who shall act until the election to have no Board of Directors becomes effective, are: Mark B. Hartle.

AUG 10 12 47 PM 92

EENNIC J. WEAVER, CLERK

3414 0808

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (2) The Corporation shall indemnify and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.
- (3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1992, and I acknowledge the same to be my act.

WITNESS:

Mark B. Hartle

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

I HEREBY CERTIFY, That on this \_\_\_\_\_ day of \_\_\_\_\_, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mark B. Hartle and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT DEPARTMENTAL PLANTS AND TAXATION CHARTER DIVISION

00046 00050

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF SLUGGER'S INC.

APPROVED AND RECEIVED FOR RECORD BY	THE STATE DEPARTMENT OF	ASSESSMENTS ANI	D TAY ATION
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AT

APRIL

OF MARYLAND

28, 1992

10:10

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M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: 20 • 00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3420742

HASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO:
MARK B. HARTLE
10039 SHARPSBURG PIKE
HAGERSTOWN

SEP 1 / 1996

MD 21740

21103052936

A 388769

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY



DRS. RUMBARGER AND SCHIRO, P.A.

#### ARTICLES OF INCORPORATION

FIRST: I, Nicholas J. Giampetro, Esquire, whose post office address is 920 Providence Road, Suite 407, Towson, Maryland 21204, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is DRS. RUMBARGER AND SCHIRO, P.A.

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

- 1. To engage in the business of rendering services in the practice of medicine including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principles of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and to own real and personal property necessary or appropriate for rendering of said professional services; and to engage in any other lawful purpose and business.
- 2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 480 N. Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are James A. Schiro, M.D., 480 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors who shall act until the First annual meeting or until his/her successors are duly elected and qualified are:

JAMES A. SCHIRO, M.D. and TARA A RUNBARGER, M.D.

EENNIS J. WEAVER, CLERK 21188756

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.
- 3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

- 4. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:
  - (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new corporation;

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation; (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_\_ day of April, 1992, and I acknowledge same to be my act.

J. giampetro, Esq.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

427-92 at 11:360A

lkm1\legal\rumbarg.inc\041592

"92 APR 27 AM II SE STATE DEPT. OF ASSESSMENTS & TAXATION

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.S.



## 00046 00055

CLERK OF THE CIRCUIT COURT
Depositification Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DRS. RUMBARGER AND SCHIRD, P.A.

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

AT

APRIL

OF MARYLAND

27, 1992

11:56

O'CLOCK

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3420551

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO:
GIAMPETRO & TRALINS, P.C.
920 PROVIDENCE RD., STE. 407
TOWSON MD 21204

21103052917

A 388750

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3414 0803



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CORPORATE RESOLUTION OF LEAMAN'S, INC.

I, the undersigned, do hereby certify that the following is a resolution of the Board of Directors of Leaman's, Inc. of Hagerstown, Maryland, a corporation organized and existing under the laws of the State of Maryland.

I further certify, that a special meeting of the Board of Directors of said corporation was duly called and held at its offices on the first day of May, 1992, that at said meeting a quorum was present and voting throughout, and that the following resolution was duly adopted:

RESOLVED, that the President, Dorothy R. Leaman, is authorized and directed to execute any documents necessary to change the address of the principal office of the corporation to 19741 Leitersbug Pike, Hagerstown, MD 21742.

The foregoing resolution having been moved, seconded and unanimously carried, it was directed that the Secretary place the said resolution in the minute book of the corporation.

There being no further business to come before the corporation the meeting was adjourned.

Dorothy R/ Leaman

Secretary

Varathe

21768348

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-24-92 at 9:51 A.

MOITAXAT & STUBMERBERS

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FILED

SEP 4 8 50 AH '92

CENNIC J. WEAVER, CLERK

Y: \_\_\_

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURTY
WILLIAM DONALD SWASHINGTON COUNTY
Governor

APPROVED BY: RMC

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



### Department of Assessments and Taxation **CHARTER DIVISION**

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

Rec. Fee (Merger or Consolidation)  Rec. Fee (Transfer)  Rec. Fee (Transfer)  Rec. Fee (Dissolution)  Rec. Fee (Revival)  Service (Revival)  Change of Principal Office Change of Resident Agent Change of Resident Agent Change of Resident Agent Change of Resident Agent Address  Foreign Qualification  Cert. of Qual. or Reg.  Resignation of Resident Agent Address  Foreign Name Registration  Certified Copy  Designation of Resident Agent's Address  Resignation of Resident Agent's Address  Foreign Resolution  Certificate of Conveyance  Certificate of Conveyance  Certificate of Merger/Transfer  Code  Special Fee  For. Limited Partnership  Amendment to Limited Partnership  Fermination of Limited Partnership  Recordation Tax  State Transfer Tax  Local Transfer Tax  Corp. Good Standing  Foreign Corp. Registration  Limited Part. Good Standing  Foreign Corp. Registration  Limited Part. Good Standing  Personal  Property Reports and  late filing penalties  Change of P.O., R.A. or R.A.A.  Amend/Cancellation, For. Limited Part.  Other	DOCUME	NT CODE _		8	BUSINESS COD	E		ra spramak natitus t B	COUNTY	
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
LEAMAN®S INC.

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

OF MARYLAND JUNE

24, 1992 AT

9:51 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

APITALIZATION FEE PAID

RECORDING

SPECIAL

10.00

D0510842

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: LEAMAN'S INC. 19741 LEITERSBURG PIKE HAGERSTOWN MD 21742

252C3052535

A 395145

MAILED 801 3 0 1992

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



00046 00060 .....

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

OUCOUT TO

A MARYLAND CLOSE CORPORATION, LNZWIGHT ORGANIZED PURSUANT TO TITLE 4 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

#### ARTICLES OF INCORPORATION

FIRST: I, Thomas M. DiGirolamo, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

The name of the Corporation (which is hereinafter referred to as the "Corporation") is Unique Painting and Wall Covering, Inc.

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

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

- (1) To engage in the business of painting and wall covering for residential and commercial customers; and to engage in any other lawful purpose and/or business.
- To do anything permitted by §2-103 of (2) the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 19106 Lappans Road, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Pryor, 19106 Lappans Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

Directors may be less than three (3), but not less than one (1); and ASSESSITION OF ASSESSITION FILED

AND TA .... . 0692\UNIQUEAOI

08 8 MA SS 400 59. 9:30A .m. : GENNIC : WEAVER CERT 8459 3429 0749

Schlossberg & DiGirolamo Attorneys at Law

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert L. Pryor, Charles E. Pryor and Gary L. Phillips.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereinafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by fixing or altering in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.
- (3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

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

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

0692\UNIQUE.AOI

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this // day of June, 1992, and I acknowledge the same to be my voluntary act and deed.

Angela 1 Buyers Thomas M.

Thomas M. DiGirolamo

& DiGirolamo

shington Street

0692\UNIQUE.AOI

3429 0751

(SEAL)

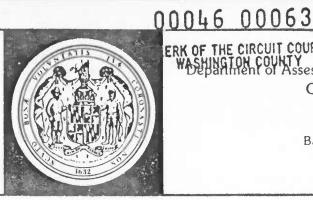
### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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		Consolidation)				
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6		Rec. Fee (Revival)		Change o	f Resident A	gent
2		Foreign Qualification		Change o	f Resident A	gent
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3		Certified Copy		Designat	ion of Resid	ent Agent
6		Penalty		and Resid	dent Agent's	Address
4		For. Supplemental Cert.		Other Cha	ange	
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

UNIQUE PAINTING AND WALL COVERING, INC.

APPROVED	AND	RECEIVED	FOR	RECORD BY	THE	STATE	DEPARTMENT	OF	<b>ASSESSMENTS</b>	AND	<b>TAXATION</b>
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OF MARYLAND JUNE

22, 1992 AT

9:30 o'cloc

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

20.00

20.00

D3455086

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED DCI 3 0 1992

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

252C3052511

A 395128

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO3429 0748



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

J.D.A. PRODUCTIONS, INC.

#### ARTICLES OF INCORPORATION

FIRST: The undersigned, James H. Wilburn, Jr., whose Post Office address is 911 View Street, Hagerstown, Maryland 21742, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is J.D.A. Productions, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seg. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To promote, produce, coordinate, market and advertise theatrical, artistic and/or musical shows, performances, attractions and/or entertainment events on behalf of for-profit and not-for-profit organizations, associations, corporations and other entities (the "clients") within the State of Maryland and West Virginia.
- (2) To contract with actors, artists, musicians, and/or performers, with clients, and with any and all persons in connection with the production, promotion, marketing and advertising of the services referred to in purpose number (1) above and to obtain all licenses, permits and other legal requisites thereto.
- (3) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- To purchase, acquire, dispose of, lease and sell (4)all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (5) To apply for phtain, purchase or otherwise acquire any patents, copyrights Ficenses, trademarks, trade names, rights, processes, formulae and the like which may be used DEPARTMENT OF CO.

STATE DEPARTMENT OF ASSESSMENT 3303U AND TAXATION

G-17-92 at _	PAYMENT 8:46a m.
at_	8.46a .m.

SEP 4 8 51 AM '92 21698263 455

CENNIC J. WEAVER, CLERK

BY: \_\_\_

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 911 View Street, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland are James H. Wilburn, Jr., 911 View Street, Hagerstown, Maryland 21742. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

James H. Wilburn, Jr. Kendra Deane Wilburn

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.
  - (b) No contract or other transaction between the

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this /2 th day of June , A.D., 1992.

Witness:

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





K OF THE CIRCUIT COURT
WASHINGTOIN COUNT Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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			(Transferee)
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3		Rec. Fee (Merger or	
		Consolidation)	
		Rec. Fee (Transfer)	Change of Name
5		Rec. Fee (Dissolution)	Change of Principal Office
j		Rec. Fee (Revival)	Change of Resident Agent
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		Termination of Limited Partnership	
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		Foreign Corp. Registration	
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00046 00070

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

J.D.A. PRODUCTIONS, INC.

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

OF MARYLAND JUNE

17, 1992 AT

8:46 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3454535

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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

HAGERSTOWN MD 21741 1267

252C3052456 **A** 395078

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORD

00046 00071:

STATE DEPARTMENT OF ASSESSMENTION COUNTY AND TAXATION

6-23-92 at 11:47 am.

92 JUN 23 AM 11 47

STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION OF R & S, INC.

THIS IS TO CERTIFY:

FIRST: That I, Robert S. Cochran, the subscriber, as Incorporator, being at least Eighteen (18) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: R & S, Inc.

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

A. 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.

B. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Sporton of the powers of the Corporation. The Sporton herein expressed, and subject in all particulars 428 2354

RY.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

to the limitations relative to corporations which are contained in general laws of this State.

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

FOURTH; The post office address of the principal office of the Corporation in this State is 449 North Potomac St., Hagerstown, Maryland 21740. The resident agent of the Corporation is Robert S. Cochran, whose address is 18938 Preston Road, Hagerstown, Maryland 21742, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of no par Common Stock.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert S. Cochran Suzanne G. Cochran Edward W. Cochran, Sr.

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

- A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- B. The Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights,  $_{\rm 3428-2355}$

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

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

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

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

NINTH: The Corporation shall have the power to indemnity, by express provisions in its By-Laws, by Agreement or by majority vote to either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

3428 2356

IN WITNESS WHEREOF, I do hereby acknowledge these articles of Incorporation to be my act, this 23rd day of June, 1992.

Robert S. Cochran

(SEAL

00046 00074 STATE OF MARY

WILLIAM DONALD SCHAFFER

Governor Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

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63 64 65		Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution)	-		of Principal	
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54		Penalty For. Supplemental Cert.			ident Agent's	
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76		Certificate of Conveyance  Certificate of Merger/Transfer				
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75		Special Fee		0000		
80		For. Limited Partnership				
83		Cert. Limited Partnership		ATTENTION:		
84		Amendment to Limited Partnership				
85 21		Termination of Limited Partnersh Recordation Tax	110			
22		State Transfer Tax				
23		Local Transfer Tax				
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# 00046 00075 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
R & S, INC.

APPROVED AND RECEIVED FOI	RECORD BY THE STATE DE	EPARTMENT OF ASSESS	MENTS AND TAXATION	
OF MARYLAND JUNE	23, 1992 AT	11:47 o'cloc	A • M. AS IN CONFORM	T
WITH LAW AND ORDERED REC	OR DED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECOF FEE I		SPECIAL FEE PAID:	
s 20.00	\$	20.00	\$	

D3454055

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED 001 3 0 1992

RETURN TO:
ROBERT S. CUCHRAN
18938 PRESTON ROAD
HAGERSTOWN

MD 21742

ASSESSM.

OF MARYLANDIA

251C3052322

**A** 394950

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.3428 2353

CLERK OF THE CIRCUIT COURT STATE DEPARTMENT OF ASSESSMENTS WASHINGTON COUNTY

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

FOR

MASSEY FORD, INC. 6-15-92 at \_\_\_

Massey Ford, Inc., a Maryland Corporation, having its principal office at 100 Massey Boulevard, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The name and address of the resident agent of the Corporation in this State is Jerry E. Massey, 100 Massey Boulevard, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Massey Ford, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19th day of May 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Massey Ford, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MASSEY FORD, INC.

FILED

SEP 4 8 51 AH '92

CENNIC J. WEAVER, CLERK

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



COURT PAY of Assessments and Taxation CHARTER DIVISION

> Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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64 65 66 52 50 51 13 56 54 53 73		Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76		Certificate of Merger/Transfer	
75 80 83 84 85 21 22 23 31 NA 87 71 600		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Pers Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other Other	mail to Address:  Ing  Day & Schneider P. (  Sonal  120. W. Washington S  Part.  Part.
TOTAL FEES	20		

Check

NOTE:

\_ Documents on \_

APPROVED BY

3.83 3427 063:

# 00046 00078 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

MASSEY FORD, INC.

APPROVED AND RE	ECEIVED FOR RECOR	CD BY THE STATE	DEPARTMENT OF	ASSESSMENTS AND	TAX ATION

OF MARYLAND JUNE

15, 1992 AT

10:24 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

D0645457

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MATERIAL DESTRUCTION

RETURN TO: DAY & SCHNEIDER, P.A. 120 W. WASHINGTON ST. HAGERSTOWN

MD 21740

OF MARYLAND MININGS

248C3052011

A 394672

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSISSMENTS
AND TAXATION

ARTICLES OF AMENDMENT FOR

APPROVED FOR RECO

MASSEY HYUNDAI, INC. 6-15-92 at 10:24 am.

Massey Hyundai, Inc., a Maryland Corporation, having its principal office at 130-A Massey Boulevard, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The name and address of the resident agent of the Corporation in this State is Jerry E. Massey, 130-A Massey Boulevard, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Massey Hyundai, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this Aff day of May 199 fr and its President acknowledges that these Articles of Amendment are the act and deed of Massey Hyundai, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MASSEY HYUNDAI, INC.

511.50

FILED

SEP 4 8 51 AH '92

LENNIS J. WEAVER, CLERK

BY: \_\_\_\_

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00080

CLER ASHINGTON COUNT HARTER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF MASSEY HYUNDAI, INC.

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

OF MARYLAND JUNE

15, 1992 AT

10:24 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

D2719458

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED OCT 3.0 1992

RETURN TO: DAY & SCHNEIDER, P.A. 120 W. WASHINGTON ST. HAGERSTOWN

MD 21740

ASSESSME TILL TI 248C3052010

A 394671

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT FOR ROYALE LINCOLN MERCURY, LTD.

Royale Lincoln Mercury, Ltd., a Maryland Corporation, having its principal office at 130 Massey Boulevard, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation"), certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The name and address of the resident agent in of the Corporation in this State is Jerry E. Massey, 130 Massey Boulevard, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Royale Lincoln Mercury, Ltd., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19th day of May, 1997, and its President acknowledges that these Articles of Amendment are the act and deed of Royale Lincoln Mercury, Ltd., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ROYALE LINCOLN MERCURY, LTD.

BY:

PS JUN 15 AM 10 24

ASSESSMENTS & TAX

RECEIVED

FILED

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

10:24 H.m.

21678563625

SEP 4 8 51 AH '92

LENNIC J. WEAVER, CLERK

STATE OF MARYLAND CLERK OF THE CIRCU WILLIAM DONALD SCHAETER HINGTON COL Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

Arransferor)  Surviving (Transferoe)  Support Anount FEE REMITTED  Code Anount FEE REMITTED  Code Expedited Fee (New Name)  Corgan. & Capitalization  Rac. Fee (Arts. of Inc.)  Rac. Fee (Arts. of Inc.)  Rac. Fee (Merger or Consolidation)  Rac. Fee (Herger or Consolidation)  Rac. Fee (Pissolution)  Rac. Fee (Pissolution)  Rac. Fee (Revival)  Foreign Name Registration  Cart. of Qual. or Reg.  Cart. of Qual. or Reg.  Cartifled Copy  Rac. Fee (Revival)  Foreign Name Registration  Cart. of Resident Agent  Address  Foreign Resolution  Cartifled Copy  Beaint Fee  For Supplemental Cert.  Foreign Resolution  Cartifleate of Conveyance  Cartificate of Merger/Transfer  Code  Cartificate of Merger/Transfer  MAIL TO ADDRESS:  Day & Sumulation All Code  Cartificate of Corp. Read Standing  Foreign Corp. Registration  Corp. Good Standing  Foreig	Expedited Fee (New Organ. & Capitalization Rec. Fee (Arts. of Inc.)  Rec. Fee (Arts. of Inc.)  Rec. Fee (Merger or Consolidation)  Rec. Fee (Dissolution)  Rec. Fee (Dissolution)  Rec. Fee (Revival)  Foreign Qualification  Cert. of Qual. or Reg.  Foreign Name Registration  Cert. of Consultion  Certified Copy  Penalty  For. Supplemental Cert.  Foreign Resolution  Certificate of Conveyance  Certificate of Merger/Transfer  Special Fee  For. Limited Partnership  Cert. Limited Partnership  Amendment to Limited Partnership  Termination of Limited Partnership  Recordation Tax  State Transfer Tax  Local Transfer Tax  Local Transfer Tax  Corp. Good Standing  Foreign Corp. Registration  Limited Part. Good Standing  Foreign Corp. Registration  Limited Part. Good Standing  Financial  Property Reports and  late filing penalties  Change of P.O., R.A. or R.A.A.  Amend/Cancellation, For. Limited Part  Other	C			
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00046 00084

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
ROYALE LINCOLN-MERCURY, LTD.

APPROVED AND RECEIVED	FOR RECORD B	THE STATE D	ETAKTIVIENT	ASSESSMENT	3 AND IAAAIION	
OF MARYLAND JUNE	15,	1992 AT	10:24	O,CTOCK	A • M. AS IN CONFO	RMITY
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IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

WASHINGTON COUNTY

RETURN TO: DAY & SCHNEIDER, P.A. 120 W. WASHINGTON ST. HAGERSTOWN

MD 21740

ASSESSMENTS

ATTS

MARYL

MARY

TO THE CLERK OF THE COURT OF

248C3052009 **A** 394670

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3427 0624

CORPORATION RECORD

# 00046 00085

.CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Custom Signs, Inc. Articles of Dissolution APPROVED FOR PAYMENT

6-15-92 at

AND TAXATION

STATE DEPARTMENT OF ASS.

The tenth of the state of the s First: The name of the corporation is Custom Signs, Inc.

Second: The address of the proncipal office of the corporation is 19926 Jefferson Blvd., Hagerstown, Md. 21742

Third: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Suzanne Ravgiala, 19926 Jefferson Blvd., Hagerstown, Md., 21742.

Fourth: The name and address of each of the directors as follows: Suzanne Ravgiala, President 19926 Jefferson Blvd., Hagerstown, Md. 21742

> William Ravgiala, Vice-President 19926 rear Jefferson Blvd. Hagerstown, Md. 21742

21678554

Alma Ravgiala, Secretary-treasurer 19926 rear Jefferson Blvd. Hagerstown, Md. 21742

Fifth: The name , title, and post office address of each of the officers is as follows: Suzanne Ravgiala, President

19926 Jefferson Blvd. Hagerstown, Md. 21742

William Ravgiala, Vice President 19926 rear Jefferson Blvd. Hagerstown, Md. 21742

Alma Ravgiala, Secretary-Treasurer 19926 rear Jefferson Blvd. Hagerstown, Md. 21742

8 51 M 37: The dissolution of the corporation was approved 8 51 M 37: The manner and by the vote required by law and by the wild formatter of the corporation. The dissolution of the WEAVER poration was duley authorized by the baard of director 0548

D-206-1562

FILED

# GLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

and stockholders of the corporation.

Seventh: Nationage approximation The corporation has no known creditors.

Eighth: A statement that the corporationis dissolved... The corporation is dissolved.

The undersigned, certify under penalties of perjury that to the best of my knowledge, information and belief the matters and facts set forth in these articles of dissolution with respect to the approval thereof are true in all material respects.

Adtest:

alma M. Rougist Secretary-treasurer

of Custom Signs, Inc.

Sugann M. Rasgiale

President of Custom Signs, Inc.

#: D-206-1562



STATE OF MARYLAND

# CLERK OF THE CIRCUIT COURT CLERK OF THE CIRCUIT COURT OMPTROLLER OF THE CIRCUIT COURT

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

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

ARNOLD G. HOLZ, CPA,

Dear Sir/Madam:

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

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

CUSTOM SIGNS, INC.

have been paid.

WITNESS my had and official seal this

8TH day of JUNE

A.D. 19 92.

DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

COT/GAD-409

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

3427 0550

AN EQUAL OPPORTUNITY EMPLOYER

D-206-1562

WASHINGTON COUNTY

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

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



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

June 8, 1992

CUSTOMS SIGNS, INCORPORATED D-2061562

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

CUSTOMS SIGNS, INCORPORATED

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

Todd L. Hershey Treasurer Washington County, Maryland



# BOONSBORG WASHINGTON COUNT COURT

11 ST. PAUL STREET • BOONSBORO, MARYLAND 21713 • 301-432-5141

June 10, 1992

To Who It May Concern:

The former business of Custom Signs, Inc., which was owned by Suzanne Ravgiala and located at 111 Potomac Street in Boonsboro, Maryland, has no outstanding personal property taxes owed to the Town of Boonsboro.

Respectfully,

Barbara Rodenhiser

Tax Collector

3427 0552

D-206-1562

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

00046 00090

RK OF THE CIRCUIT COURT WADDING THE CIRCUIT COURT **CHARTER DIVISION** 

> 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: SmT

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION OF CUSTOM SIGNS, INC.

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

OF MARYLAND JUNE

15, 1992 AT

10:28 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

30.00

D2061562

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
CUSTOM SIGN COMPANY, INC.
ATTN: SUZANNE RAVGIALA
1774 JEFFERSCN BLVD.
HAGERSTOWN MD 21740

248C3051992

A 394656

OF MARYLAN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

INFORMAL ACTION OF

SHAREHOLDERS AND DIRECTORS
OF SEVEN-UP BOTTLING COMPANY
OF HAGERSTOWN, INC.

Pursuant to Section 2-408 (as to Directors) and Section 2-505 (as to Shareholders), Corporations and Associations, The Annotated Code of Maryland, the directors and shareholders of Seven-Up Bottling Company of Hagerstown, Inc. have taken the following action with regard to the designation of its resident agent:

RESOLVED, that the Corporation accepts the resignation of John Register as Resident Agent and appoints Wayne J. Kreit, 1000 Marshall Street, Hagerstown, Maryland 21740.

Respectfully submitted,

Secretary

APPROVED:

Wayne J. Kreit
Shareholder/Director

Lawrence W. Kreit Shareholder/Director 21698225

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

6-17-92 at 9:26 A.m.

FILED

SEP 4 8 52 AM '92

CENNIC J. WEAVER, CLERK

BY:

\*92 JUN 17 AM 9 26 STATE DEPT. OF ASSESSMENTS & TAXATION

## STATE OF MARYLAND

WILLIAM ONALD SCHAEFER

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



046 00093

Department of Assessments and Taxation
OF THE CIRCUIT COURT CHARTER DIVISION
ASHINGTON COUNTY

Room 805 301 West Presion Street Baltimore, Maryland 21201

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APPROVED BY: RMC

# 00046 00094 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
SEVEN-UP BOTTLING COMPANY OF HAGERSTOWN, INC.

APPROVED AND RECEIVED	FOR RECORD I	BY THE S	TATE DE	PARTMENT (	OF ASSESSMI	ENTS	AND TAXATION
OF MARYLAND JUNE	17,	1992	AT	9:26	O'CLOCK		A . M. AS IN CONFORMITY
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TO THE CLERK OF THE COUR	RT OF			INGTON (	COUNTY		

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: WAYNE J. KREIT 1000 MARSHALL STREET HAGERSTOWN

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

MD 21740



247C3051759 **A** 394472

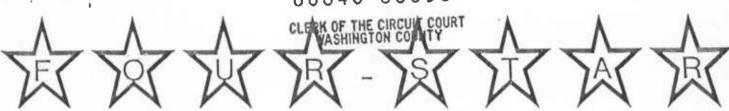
RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORD

00046 00095



-Star Athletic Complex Milestone Terrace Williamsport, MD 21795

The Board of Directors of 4-Star Tennis, Inc., a corporation organized in Maryland on 6-2-92 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Douglas E. Schweinhart, 10625 Trotter Drive Hagerstown, MD 21742.

I, James Sutch certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

> STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 

SEP 4 8 52 AH '92

EENNIC J. WEAVER, CLERK

# STATE OF MARY ON 0009

WILLIAM DONALD SCHAFFER CIRCUIT CO Governor WASHINGTON COUNTY

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxatton CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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63		Rec. Fee (Merger or Consolidation)	***			
64		Rec. Fee (Transfer)	-		of Name	
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# 00046 00097 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS

OF

4-STAR TENNIS, INC.

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

OF MARYLAND JUNE

5, 1992 AT

11:48

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

10.00

D1234616

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED 001 5 0 1992

RETURN TO:
4 STAR RACQUET & HEALTH CLUB
MILESTONE TERRACE
WILLIAMSPORT MD 21795

245C3051640

A 394427

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



WASHINGTON COUNTY

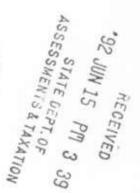
WASHINGTON COUNTY

WASHINGTON COUNTY

Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Management of the Annotated Code of Management of Management of Management of the Annotated Code of Management of the Annotated Code of Management of Management of the Annotated Code of Management of Management of Management of the Annotated Code of Management of Management of Management of the Annotated Code of Management of Management of Management of the Annotated Code of Management of Management of Management of the Annotated Code of Ma

Corporations and Associations Article

GLENN'S TAVERN, INC.



FIRST: I, John W. Thomas, whose post office address is 1222 Pope Avenue, Hagerstown, Maryland 21740 and being at least eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the state of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation", is Glenn's Tavern, Inc.

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

The purposes for which the Corporation is formed are:

- (1) To operate a retail tavern business.
- (2) 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
- (3) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business

FIL 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 8 52 Ha ned in the general laws of this State; and

CENNIS J. WEAVER, CLERK

21678694 2803

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

FIFTH: The post office address of the principal office of the Corporation in this State is 2 W. Baltimore Street, P.O. Box 609, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in this State is John Thomas, 1222 Pope Avenue, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock, with a par value of Ten Dollars (\$10.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board becomes effective, there shall be two directors who are John W. Thomas and John Strite.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement of by majority vote of its stockholders, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any gather corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_//\_ day of June, 1992, and I acknowledge the same to be my act and deed.

John stone

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this // day of Jose, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John Thomas known to me to be the person whose name is subscribed to the aforegoing document and who acknowledged that he executed the same for the purposes therein contained and acknowledged to be his voluntary act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 3/1/94

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



RK OF THE CIRCUIT COURT
WASHINGTON COUNTA'S Sessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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10		Expedited Fee			
20	20	Organ. & Capitalization			
61	20	Rec. Fee (Arts. of Inc.)			
62		Rec. Fee (Amendment)			
63		Rec. Fee (Merger or Consolidation)			
64	April 1950 Million of the Commission and the State of the Commission of the Commissi	Rec. Fee (Transfer)		Change	of Name
65		Rec. Fee (Dissolution)			of Principal Office
66		Rec. Fee (Revival)			of Resident Agent
52		Foreign Qualification	-		of Resident Agent
50		Cert. of Qual. or Reg.		Address	
51		Foreign Name Registration	-		tion of Resident Agent
13		Certified Copy	_		tion of Resident Agent
56 54		Penalty For. Supplemental Cert.			ident Agent's Address
53		Foreign Resolution	-	Other C	hange
73		Certificate of Conveyance			
76		Certificate of Merger/Transfer			
				Code	
75		Special Fee			
30		For. Limited Partnership			
33		Cert. Limited Partnership	17 V	ATTENTION:	
34 35		Amendment to Limited Partnership			
21		Termination of Limited Partners! Recordation Tax	116		
22		State Transfer Tax			
23		Local Transfer Tax			
31		Corp. Good Standing			
A		Foreign Corp. Registration		MAIL TO ADD	RESS:
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7.0		late filing penalties		HARRIT	Town, MD 21740
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91		Amend/Cancellation, For. Limited			
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NOTE:

APPROVED BY:

Check

Documents on \_\_\_\_\_ checks

00046 00102

CLERK OF THE CIRCUIT COURT

ARTICLES OF INCORPORATION
OF
GLENN'S TAVERN, INC.

APPROVED AND	RECEIVED FOR RI	ECORD	BY THE S	TATE DE	PARTMENT (	OF ASSESSME	NTS AND TAXATION	
OF MARYLAND	JUNE	15,	1992	AT	3:39	O'CLOCK	P. M. AS IN C	CONFORMITY
WITH LAW AND	ORDERED RECORI	DED.						
ORGANIZATION AND				RECOR	DING		SPECIAL	
CAPITALIZATION FEE				FEE P.			FEE PAID:	
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				D3449	675			

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

MAILED OCT 3 0 1992

WASHINGTON COUNTY

RETURN TO:
URNER MAIRN BARTCN, P.A.
207 S. POTCMAC ST.
HAGERSTOWN MD 21740



TO THE CLERK OF THE COURT OF

245C3051612 **A** 394405

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3425 2802

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY APPROVED FOR PAYMENT

WILLIAMSPORT, INC.

6-11-92 at 1:330 m.

#### ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Mark A. Dewire, whose address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

Williamsport, Inc.

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

- (1) to acquire and convey interests in real estate, either directly or indirectly through general or limited partnerships; and
- (2) to engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.
- (b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 100 Robinwood Drive, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Howard B. Bowen, 100 Robin wood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SEP 4 8 52 AH '92

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EENNIC J. WEAVER, CLERK 573.200666B:06/11/92 9284-20

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value \$0.10 per share), amounting in aggregate par value to \$10,000. All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

- (b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:
  - (1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.
  - (2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
  - (3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:
  - (1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this Section.
  - (2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.
  - (3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.
  - (4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.
- (6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.
- (7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Section, and, if so, the terms and conditions thereof.
- (8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.
- (d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:
  - (1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and
- (3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The name of the director who will serve until the first annual meeting and until his successor is elected and qualifies is Howard B. Bowen.

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

- (1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.
- (2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole

mer lumpas.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

- (3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.
- (4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other Corporation, firm or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves, or ratifies the contract or transaction; or the counting of the

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

vote of the director for the authorization, approval, or ratification of the contract or transaction. This Section applies if:

- (A) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or Corporation, firm, or other entity; or
- (B) the contract or transaction is fair and reasonable to the Corporation.

Common or interested directors or the stock owned by them or by an interested Corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved, ratified in one of the ways provided for in clause (a) of the second sentence of this Section, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. The procedures in this Section do not apply to the fixing by the Board of Directors of reasonable compensation for a director, whether as a director or in any other capacity.

(5) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (6) The Corporation shall indemnify (A) its directors to the full extent provided by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws (B) its officers to the same extent it shall indemnify its directors; and (C) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.
- (7) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
- (8) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.
- (b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

110

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on June 11, 1992.

Witness:

Doreen James Mul A. Dewise

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



OF THE CIRCUIT COURT
ASHREDEON TO COUNTY ASHRED AND Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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10			(New Name)
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61	10	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	Change of Name
65		Rec. Fee (Dissolution)	Change of Principal Office
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53		Foreign Resolution	Other Change
73		Certificate of Conveyance	
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83		Cert. Limited Partnership	ATTENTION:
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
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		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited P	
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TOTAL	40		
FEES			
			NATE:
		Check Cash	NOTE:

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF WILLIAMSPORT, INC.

APPROVED AND RECEIVED FOR	RECORD BY THE S	TATE DEPARTMENT	OF ASSESSMENT	S AND TAXATION
OF MARYLAND JUNE	11, 1992	AT 1:33	O.CFOCK	P • M. AS IN CONFORMIT
WITH LAW AND ORDERED RECO	RDED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
\$20.00	\$	20.00	\$_	
		D3449014		

BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED OCT 3 0 1992

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

RETURN TO:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

244C3051499 A 394241



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3425 1788

ORPORATION RECORD

### 00046 00113

# ARTICLES OF INCORPORATION TO THE CIRCUIT COURT STOCK CORPORATION

(See instructions on reverse side.) FIRST: The undersigned \_\_ Roan Christian Saunders: Michael John Dirks whose address is 1680 Langley Drive Apt. # 210 Hagerstown, Maryland 21740; (SAME) \_, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. SECOND: The name of the corporation is \_\_SAUNDERS AND DIRKS ENTERTAINMENT, INC. THIRD: The purposes for which the corporation is formed are as follows: The retail sale and rental of video cassettes and related entertainment devices for a profit. FOURTH: The post office address of the principal office of the corporation in Maryland is 1680 Langley Drive Apt.# 210 Hagerstown, Maryland 21740 FIFTH: The name and post office address of the resident agent of the corporation in Maryland 1 1 3 3 1680 Langley DRive Apt.# 210 Hagerstown, Maryland 21740 5,000 20.00 SIXTH: The corporation has authority to issue \_ par value per share. SEVENTH: The number of directors of the corporation shall be \_\_\_\_\_ which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Roan Christian Saunders; Michael John Dirks EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act. SSESSMENTS & TAXATION RETURN TO: STATE DEPTOMPS Hagerstown, 21740 STATE DEPARTMENT TOF ASSESSMENTS AT5-113 2425 0356 MOITAXATION icharta. John Dirks APPROVED FOR PAYMENT

6-11-92 at 9:34 a.m.

CLERK OF THE CIRCUIT COURT

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

#### **GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION** FOR A "STOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

FIRST:

Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND:

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD:

Give a one or two sentence description of the business of the corporation.

**FOURTH:** 

Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH:

This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH:

Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.

SEVENTH:

Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

RETURN TO:

State where the receipt, certified copies, certificates of status and the original articles are to be sent.

#### **FFFS**

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

> TELEPHONE/(301) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON TOWN TYSESSMENTS and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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3		Rec. Fee (Merger or	
		Consolidation)	All and a second second
4	<del></del>	Rec. Fee (Transfer)	Change of Name
5	· · · · · · · · · · · · · · · · · · ·	Rec. Fee (Dissolution)	Change of Principal Office
6 2		Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent Change of Resident Agent
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1		Foreign Name Registration	Resignation of Resident Agen
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6		Penalty	and Resident Agent's Address
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APPROVED BY

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SAUNDERS AND DIRKS ENTERTAINMENT, INC.

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

OF MARYLAND JUNE

11, 1992 AT

9:34 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

D3448321

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED OCI

RETURN TO:
MICHAEL JOHN DIRKS
1680 LANGLEY DR., APT. 210
HAGERSTOWN MD 21740

24303051395

A 394153

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3425 0355



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ARTICLES OF REVIVAL

STATE DUPARTMENT OF ASSESSMENTS AND TAXATION

**FOR** 

APPROVED FOR RECORD 6/10/92 at 1042 A

FIRST:	The name of the corporation at the time the charter	was forfeited was
Mayarigan inga nga pagamanian and indi a to the second seco	SAME AS ABOVE	•
SECOND:	The name which the corporation will use after revival SAME AS ABOVE	AS 92
E1VED RM 10	25 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	JUN 2 SESSMENT
	The address of the principal office in this state is CALHENRY E. MCCALL FREDERICK ST.	AM 9 2
.92	HAGERSTOWN, ND 21740	28 ATTION
FOURTH:		
	792 FR EDERICK ST.	2162828
	HAGER STOWN, MD 21740	

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

At or prior to the filing of these Articles of Revival, the corporation SIXTH: has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

FILED

SEP 4 8 52 AH '92

(1)

LENNIS J. WEAVER, CLERK

BY: \_

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the <u>last acting</u> president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Dail Suith V.P.
ast Apting President/Vice President

Last Ageing Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last	Acting	Director	angungan di di sa ara sa
Last	Acting	Director	
Last	Acting	Director	

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director	10 Annual Co. (1)
Director	
Director	ngagiti dilikumaying menabahir di silah dibibikan d

(2)

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Henry E. McCall, Treasurer of Hager (insert name and title)	stown Junior Basketball League, Inc. (insert name of corporation)
hereby declare that the previously mentioned of	corporation has paid all State and
local taxes except taxes on real estate, and al	l interest and penalties due by
the corporation or which would have become	due if the charter had not been
forfeited whether or not barred by limitations.	
	HENRY E. MCCALL rint name beneath signature)
I hereby certify that on(insert da	92 before me the
subscriber, a notary public of the State of Mary	land, in and for
MACHIELETAN	(insert name
WASHINGTON County pe of county for which notary is appointed)	rsonally appeared(insert name
HENRY E. McCALL and made oath under of person swearing)	r the penalties of perjury that
the matters and facts set forth in this affida	vit are true to the best of his
knowledge, information and belief.	
As	witness my hand and notarial seal
Z	(signature of notary public)
Му	Commission expires 7-1-95.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLGYD W. JONES Director

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSMENTS and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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64		Rec. Fee (Transfer)			of Name	
55		Rec. Fee (Dissolution)			of Principa	
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APPROVED BY: MT

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL

OF

HAGERSTOWN JUNIOR BASKETBALL LEAGUE, INC.

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

OF MARYLAND JUNE

10, 1992 AT

10:12 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

APITALIZATION FEE PAID

RECORDING

SPECIAL

20.00

10.00

D1252808

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: HENRY MC CALL 792 FREDERICK ST. HAGERSTOWN

MD 21740

ASSESSMEN ASSESS

242C3051331

**A** 394088

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### THE VEIN CENTER/DRS. CLARK AND SLASMAN, P.C.

#### ARTICLES OF AMENDMENT

The Vein Center/Drs. Clark and Slasman, P.C., a Maryland Professional Corporation, having its principal office in Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom Article SECOND and by substituting in lieu thereof the following:

The new name of the Corporation is "Center For Vein Medicine, William H. Slasman, M.D., P.A.".

SECOND: The Charter of the Corporation is hereby amended by deleting therefrom Article FOURTH and by substituting in lieu thereof the following:

The post office address of the principal office of the Corporation in Maryland is 1401 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is William H. Slasman, 13307 Glendale Drive, Hagerstown, Maryland 21742.

THIRD: The Charter of the Corporation is hereby amended by  $8408\,$  deleting therefrom Article SIXTH and by substituting in lie  $1608408\,$  thereof the following:

The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2).

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

William H. Slasman Annette O. Slasman

FOURTH: The Board of Directors of the Corporation, at a meeting duly convened and held on May 20, 1992, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the amendment of the Charterywas advisable and directing that it be submitted for action the corporation to be at a Special Meeting of the Stockholders of the Corporation be held and May 20, 1872TE DEPARTMENT OF ASSESSMENTS

AND TAXATION

OF AND TAXATION

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OF ASSESSMENTS

OF AND TAXATION

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: Notice setting forth the 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 of the Corporation entitled to vote thereon. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, William H. Slasman, President, who executed on behalf of said Professional Corporation, the aforegoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Professional Corporation, the foregoing Articles of Amendment to be the corporate act of said Professional Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

THE VEIN CENTER/DRS. CLARK AND AND SLASMAN, P.C.

huelt O Slanner

Secretary

By WH Flasman, M.D. William H. Slasman,

President

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

I HEREBY CERTIFY that on this 2<sup>nd</sup> day of the , A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William H. Slasman, President of The Vein Center/Drs. Clark and Slasman, P.C., a Maryland Professional Corporation, and in the name and on behalf of said Professional Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Professional Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Linda L. Funt

My Commission Expires: 1 June 1994

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



OURT

Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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		Rec. Fee (Dissolution)			of Principal of Resident	
		Rec. Fee (Revival) Foreign Qualification			of Resident	
		Cert. of Qual. or Reg.		Address		
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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF THE VEIN CENTER/DRS. CLARK AND SLASMAN, P.C. CHANGING ITS NAME TO: CENTER FOR VEIN MEDICINE, WILLIAM H. SLASMAN, M.D., P.A.

OF MARYLAND JUNE

8, 1992 AT 8:26 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

20.00

D3170768

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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

> > 24103051221 A 393981



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3425 0059

CORPORATION RECORD STATE DEPARTMENT OF ASSESSMENTS

AND TAXALLAN

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY APPROVED FOR RECORD 05-22-92 at\_ WEST IRVIN HEIGHTS, INC. ARTICLES OF INCORPORATION 9:00 I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland. SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is West Irvin Heights, Inc. The purposes for which the Corporation is formed THIRD: are: (1) To engage in the business of real estate acquisition, development, management and marketing and to provide services related to the same; and to engage in any other lawful purpose and/or business. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The post office address of the principal office of FOURTH: the Corporation in this State is 1051 Lindsay Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David R. Rider, 1051 Lindsay Lane, Hagertown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. The total number of shares of capital stock which FIFTH: the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value. The number of Directors of the Corporation shall be SIXTH: one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that: If there is no stock outstanding, the number of Directors 00 111 may be less than three (3), but not less than (1); and (2). If there is stock outstanding and so long as If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders. perg & DiGirolamo The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: wn. Maryland 21740 David R. Rider 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: B 52 AH '92 The Board of Directors of the Corporation is hereby in empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereinafter authorized, or SEP 4 21608628

BY:

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

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

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

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

- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present, or former director of officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, st a duly constituted meeting of a majority officer all votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

### 00046.00128

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

other than a present or former Director of Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of May, 1992, and I acknowledge the same to be my voluntary act and deed

Witness

Roger Schlossberg

(SEAL)

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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52		Rec. Fee (Amendment)		
3		Rec. Fee (Merger or		
, ,	-	Consolidation)		
4		Rec. Fee (Transfer)	Change of Name	
55		Rec. Fee (Dissolution)	Change of Principal Office	
66		Rec. Fee (Revival)	Change of Resident Agent	
2		Foreign Qualification	Change of Resident Agent	
0		Cert. of Qual. or Reg.	Address	
51		Foreign Name Registration	Resignation of Resident Age	nt
3		Certified Copy	Designation of Resident Age	nt
6		Penalty	and Resident Agent's Address	
54		For. Supplemental Cert.	Other Change	
53		Foreign Resolution		
73	-	Certificate of Conveyance		
76		Certificate of Merger/Transfer		
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14		Amendment to Limited Partnership		
35		Termination of Limited Partnership		
21		Recordation Tax		
22		State Transfer Tax		
3		Local Transfer Tax		
1		Corp. Good Standing		
A		Foreign Corp. Registration	MAIL TO ADDRESS:	
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# 00046 00130 CLERK OF THE CIRCUIT COURTY

ARTICLES OF INCORPORATION
OF
WEST IRVIN HEIGHTS, INC.

APPROVED AND REC	CEIVED FOR RECO	ORD B	Y THE ST	TATE DEPAI	RTMENT OF	F ASSESSME	ENTS A	ND TAXATIO	V
OF MARYLAND M	AY	22,	1992	AT	9:00	O'CLOCK		A • M. AS IN	CONFORMIT
WITH LAW AND ORI	DERED RECORDE	O.							
		_							
ORGANIZATION AND CAPITALIZATION FEE PAID				RECORDING FEE PAID				SPECIAL FEE PAID:	
s 20•	00		\$		20.00		\$		12

D3446663

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

## MAILED OCT 3 0 1992

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON STREET
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

241C3051149 **A** 393924

OF MARYLANDIN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSASSACREE AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ARTICLES OF AMENDMENT

Percyed for incom

BRUCE A. WINTER, D.D.S., P.A. 9-29-920: 8/3a/

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

The Charter of the Corporation is hereby amended by FIRST: deleting therefrom Article FOURTH and by substituting in lieu thereof the following new Article FOURTH:

That the principal office of the Corporation is:

The Leitersburg Professional Building 19816 Leitersburg Pike Hagerstown, Maryland 21742

That the Resident Agent's name and address is:

13505 The Heights Hagerstown, Maryland 21742

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on May 1, 1992 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held May 1, 1992.

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

THE UNDERSIGNED, Bruce A. Winter, President, who executed on behalf of said Corporation, the aforegoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury. SEP 4 8 53 AN 92

EENNIC J. WEAVER, CLERK

BY: \_\_\_

O0046 00132

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Attest to Signature BRUCE A. WINTER, D.D.S., P.A. and Corporate Seal:

Mel S BY

Secretary

Bruce A. Winter President

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

I HEREBY CERTIFY, that on this day of , A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bruce A. Winter, President of Bruce A. Winter, D.D.S., P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Notary Public

My Commission Expires:

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



OO46 OO133

ERK OF THE CIRCUIT COURT
WASHINGTON COMPASSESSMENTS and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
BRUCE A. WINTER, D.D.S., P.A.

APPROVED AND RECEIVED	FOR RECORD BY	THE STATE DEPA	ARTMENT C	F ASSESSMENT	S AND TAXATION	
OF MARYLAND MAY	29,	1992 AT	8:13	O'CLOCK	A • M. AS IN CONFORM	1IT
WITH LAW AND ORDERED I	RECORDED.					
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ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDI FEE PAI			SPECIAL FEE PAID:	
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		D0479	535			

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: LINDA PUNT
P O BOX 1267
HAGERSTOWN MD 2

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MD 21741 1267

240c3051053 **A** 393833



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3424 1279

APPROVED FOR PAYMENT CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

6-8-92 at 9:23a.m.

SHARFSBURG MISSIONARY BAFTIST CHURCH

RECEIVED

P.O. BOX 33

. 92 JUN 8 HM 9 23

110% CHAFLAIN ST.

STATE DEPT. OF ASSESSMENTS & TAXATION

SHARPSEURG, MD. 21782

SHARPSBURG, MD. 21782

FIRST:

WE THE UNDERSIGNED WHOSE FOST OFFICE ADDRESSES ARE:

- 1. WILLIAM JAMES DENNIS 17844 DAVIDSON DRIVE SHARPSBURG, MD. 21782
- 2. WILLIAM CHRISTOPHER GODWIN 1744 BROOKSHIRE RUN FOINT OF ROCKS, MD. 21777
- 3. BORIS REBERNICK
- BORIS REBERNICK 4. ROGER L. SEABOLT
  2134 BALLANGER CREEK PIKE 5011 GENERAL STUART COURT
  ADAMSTOWN, MD. 21710 SHARFSBURG, MD. 21782
- 5. VERNON DWIGHT WILSON 17844 DAVIDSON DRIVE SHARPSPURG. MD. 21782

## 21608434

ELECTED BY THE MEMBERS OF THE CONGREGATION OF SHARPSPURG MISSIONARY BAPTIST CHURCH TO ACT AS TRUSTEES IN THE NAME AND ON BEHALF OF SAID CONGREGATION DO HEREBY ASSOCIATE OURSELVES AS INCORPORATURS WITH THE INTENTION OF FORMING A RELIGIOUS CORFORATION UNDER THE GENERAL LAWS OF MARYLAND.

SECOND:

THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION)

IS 1 : SHARPSBURG MISSIONARY BAPTIST CHURCH.

THIRD:

THE FURFOSE FOR VILLED CORPORATION IS FORMED ARE AS FOLLOWS:

SEP 4 8 53 AH '92

LENNIS J. WEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 1. TO SPREAD THE GOSFEL MESSAGE OF JESUE CHRIST TO THE SHARPSBURG AREA AND TO ALL WHO WILL HEAR IT.
- 2. TO WORK IN THE SHARPSBURG AREA TO PROMOTE THE GOSPEL OF JESUS CHRIST.
- 3. TO SEE SOULS SAVED AND HAVE A TESTIMONY FOR OUR LORD JESUS CHRIST.
- 4. TO CARRY OUT THE GREAT COMMISSION AS STATED IN THE AUTHORIZED KING JAMES VERSION OF THE HOLY BIBLE ((MATTHEW 28:19-20) " GO YE THEREFORE, AND TEACH ALL NATIONS, BAPTIZING THEM IN THE NAME OF THE FATHER, AND OF THE SON, AND OF THE HULY GHOST. TEACHING THEM TO OBSERVE ALL THINGS WHATSOEVER I HAVE COMMANDED YOU: AND, LO I AM WITH YOU ALWAY, EVEN UNTO THE END OF THE WORLD."
- 11. THE TIME AND MANNER FOR ELECTIONS AND SUCCESSION OF TRUSTEES:

  A TRUSTEE WILL REMAIN A TRUSTEE AS LONG AS THEY ARE AN AUTIVE MEMBER
  OF THE SHARFSBURG MISSIONARY BAFTIST CHURCH, AS GIVEN IN THE BY-LAWS.
- ITIN THE EXACT QUALIFICATIONS OF INDIVIDUALS ELIGIPLE TO VOTE AT ELECTIONS AND TO BE ELECTED TO OFFICE:

MISSIONARY BAPTIST CHURCH (AS STATED IN THE BY LAWS) ONE MUST BE
AN ACTIVE MEMBER TO HOLD ANY OFFICE WITHIN THE SHARPSBURG MISSIONARY
BAPTIST CHURCH (AS STATED IN THE BY LAWS) AN ACTIVE MEMBER IN ONE WHO
IS NOT ON THE INACTIVE ROLL, OF ONE WHO HAS NOT BEEN DISMISSED FROM THE
CHURCH BECAUSE OF CHURCH DISCIPLINE (AS STATED IN THE BY LAWS)
TO BE A MEMBER OF THE SHARPSBURG MISSIONARY BAPTIST CHURCH ONE MUST
HAVE ACCEPTED JESUS CHRIST AS THERE FERSONAL SAVIOUR AND BEEN BAPTISED
BY SUBMERSION IN WATER.

ONE CAN BECOME A MEMBER OF THE SHARPSBURG MISSIONARY BAFTIST CHURCH BY
WAY OF CHANGING MEMBERSHIP FROM A LIKE FAITH CHURCH BY WAY OF LETTER
AND BEING VOTED INTO THE CHURCH BY THE MAJORITY OF THE MEMBERS PRESENT

TARA SAME

# 00046 00137 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AT THE TIME OF THE VOTE.

FOURTH:

THE POST OFFICE ADDRESS OF THE PRINCIPAL PLACE OF WORSHIP IS 110% CHAPLAIN

STREET SHARPSBURG, MD. 21782. THE NAME AND POST OFFICE ADDRESS OF THE

RESIDENT AGENT OF THE CORPORATION IN MARYLAND ARE: WWGM J. Denn'S

17844 Davidsen Dive

Sharpsburg, MD 21782.

IN WITNESS WHEREOF, WE THE TRUSTEES HAVE SIGNED THESE ARTICLES OF INCORPORATION ON MARCH 29, 1992, AND SEVERALLY ACKNOWLEDGE THE SAME TO BE

R ACT.	. ) 11
1 -	William G Dennis
	WILLIAM B DIENNIS
2.	William C. Date
2	WILLIAM C. GOUWEN Roger & Siabelt
3.	Roser & Seabott
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(	Bojis Rebernit
5.	Verna Ditas
	Vernon Dwight Wilson

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# LERK OF THE CIRCUIT COURT WASHINGTON COUNTAGES and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ARTICLES OF INCORPORATION OF SHARPSBURG MISSIONARY BAPTIST CHURCH

APPROVED AND RECEIVED FOR RECO	ORD BY THE STATE DEPARTMENT OF ASSESS	MENTS AND TAXATION
OF MARYLAND JUNE	8, 1992 AT 9:23 O'CLOC	K A • M. AS IN CONFORMIT
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TO THE CLERK OF THE COURT OF	WASHINGTON COUNTY	(

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

> RETURN TO: SHARPSBURG MISSIONARY BAPTIST CHURCH P•O• BOX 33 SHARPSBURG

MD 21782

MARYLAND HIMMIN

TO THE CLERK OF THE COURT OF

240C3051031

A 393816

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

and the state of t

# ARTICLES OF INCORPORACTION THORCUS COUNTY COUNTY CONTROL CORPORATION

(See	instructions on reverse side.)
Donnath	Joseph Brown
FIRST: The undersigned KCYN )CO)	JOSEPH DIOWI)
whose address is 18219 Mano	- Church Rd. Happellatter
Bookhoro MD 21713	, being at least eighteen years of age, do(es) hereby form a corporation
under the laws of the State of Maryland.	, being at least eighteen years of age, doles/ hereby form a corporation
	orn Hustlers Incorporated
SECOND: The name of the corporation is	orn musiters theorporated
	Dat: 1 2 02 022 022
THIRD: The purposes for which the corporation is	s formed are as follows: Retail of popular
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	1/2 WM 70 51 200
FOURTH: The post office address of the principal	office of the corporation in Maryland is Kenneth Borow )
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Hacepstown in	100005haro MU21713
- 34-31-4	
FIFTH: The name and post office address of the re	esident agent of the corporation in Marylander
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399 MANDIC	Distale minter in Assis
HAGERSTOWN,1	MD. 21740 SSE
SIXTH: The corporation has no authority to issue	capital stock.
SEVENTH: The number of directors of the corporation	tion shall be which number may be increased or decreased pursuant
to the bylaws of the corporation. The name(s) of the	he director(s) who shall act until
duly chosen and qualified is/areKenne	, , , , , , , , , , , , , , , , , , , ,
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Doorisbord, MD 21713	SEP 4 8 53 AH '92 AND TALATION
AT5-11S	LENNIC J. WEAVER, CLERKY APPROVED FOR RECORD
	BY: Chin 191 at 10, 4 a.m.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

#### GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "NONSTOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

FIRST:

Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND:

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD:

Give a one or two sentence description of the business of the corporation.

**FOURTH:** 

Insert the address of the principal place of business. It must be a specific address in Maryland

and must include street, city and zip code. It cannot be a post office box.

FIFTH:

This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH:

None

SEVENTH:

Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

dienana.

rt any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or I the people listed in First and no one else may sign here. No witness or notary is required.

**RETURN TO:** 

State where the receipt, certified copies, certificates of status and the original articles are to be sent.

The fee to file Articles of Incorporation is \$40.00 -.

3424 1614

TELEPHONE/(301) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

STATE OF MARYLAND
CLERK OF THE CIRCUIT C
WILLIAM DONALD SCHAEHINGTON COUNT Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 212()1

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APPROVED BY:

# 00046 00143 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CORN HUSTLERS INCORPORATED

APPROVED	AND RECEIVED FOR	RECORD B	Y THE S	TATE D	EPARTMENT C	OF ASSESSMENT	S AND TAXATION	
OF MARYL	AND JUNE	1,	1992	AT	10:41	O.CFOCK	A. M. AS IN CONFO	RMITY
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IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

WASHINGTON COUNTY

MAILED DC1 3 0 1992

RETURN TO:
KENNETH BROWN
18219 MANOR CHURCH ROAD
BOONSBORO MD 21713

ASSESSAILE MARY

TO THE CLERK OF THE COURT OF

239C305093**7 A** 393758

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3424 1612

CORPORATION RECORD

00046 00144

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

10-5-92at 8:23a.m.

ARTICLES OF INCORPORATION

OF

BEVANS, INC.

7

#### THIS IS TO CERTIFY:

*FIRST*: I, Gorman E. Getty, III, whose post office address is 23 Washington Street, Post Office Box 1485, Cumberland, Maryland 21501-1485, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

BEVANS, INC.

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

No. (1) To buy and sell merchandise, goods and novelties at retail and wholesale; and wholesale;

ROURTH: The post office address of the principal office of the Corporation in this State is 201 Peach Tree Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Earl M. Bevans, 201 Peach Tree Lane, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SEP 4 8 53 AH '92

CENNIC J. WEAVER, CLERK

BY:

00046 .00145

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

**FIFTH:** The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting, or until his successors are duly chosen and qualified, is Earl M. Bevans.

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

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

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

00046 00146

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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

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

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific cause by (i) an affirmative vote by a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were no parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

	IN WITNESS	WHEREOF, I have signed these Articles of Incorporation this 31d
day of	Gure	_, 1992, and I acknowledge the same to be my act.
	1	

WITNESS:

Wicke a Shockey GORMAN E. GETTY, III (SEAL)

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND,

**ALLEGANY COUNTY, TO-WIT:** 

I HEREBY CERTIFY, That on this day of day of day, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GORMAN E. GETTY, III, and he acknowledged the within and aforegoing Articles of Incorporation to be his act and deed.

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

NOTARY PUBLIC

My Commission Expires:

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON COUNTS essments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BEVANS, INC.

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

OF MARYLAND JUNE

5, 1992 AT

8:23 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3444304

RECORDING FEE PAID:

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED DET 3 0 1992

RETURN TO:
GCRMAN E. GETTY, III, P.A.
23 WASHINGTON STREET, BOX 1485
CUMBERLAND MD 21501 1485

238C3050773

A 393573

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3424 0636



AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
FAIRVIEW ORCHARDS LANDBESITZ, INC.

APPROVED FOR RECORD

9:27
9.11

#### ARTICLES OF INCORPORATION

RECEIVED

FIRST: The undersigned, Charles R. Moran, whose address is 250 West Pratt Street, Baltimore, Maryland '92201, Seing St27east eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Armanyland.

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

#### FAIRVIEW ORCHARDS LANDBESITZ, INC.

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

- (1) To engage in the business of acquiring, owning, managing, leasing, developing, selling and otherwise dealing in real property, and to engage in any and all activities necessary and proper in connection therewith.
- (2) To engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in the State of Maryland is 1301 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in the State of Maryland are Charles R. Moran, Esquire, c/o Semmes, Bowen & Semmes, 250 West Pratt Street, Baltimore, Maryland 21201. Said resident agent is a citizen and resident of the State of Maryland.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Million (10,000,000) shares of the par value of One Cent (\$0.01) per shares, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEP 4 8 53 AH '92

CENNIC J. WEAVER, CLERK

Υ,

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SEVENTH: The number of Directors of the Corporation shall be that established by the By-laws of the Corporation, but shall never be less than the number required by the General Laws of the State of Maryland. The name of the Director who will serve until the first annual meeting of stockholders and until his successors are elected and qualified is as follows:

#### Gerhard Ruess

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

- (1) The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise the powers of the Corporation within the limits established by the stockholders.
  - (2) All actions of the Directors must be unanimous.
- of the Corporation shall require approval or authorization by the affirmative vote of the holders of not less than eighty percent (80%) of all issued and outstanding shares of Common Stock of the Corporation (in addition to approval or authorization by the Board of Directors). The term "Material Transaction" shall mean (i) any merger or consolidation of the Corporation with or into any other person or entity, or of any other person or entity with or into the Corporation, (ii) any sale, lease, exchange, transfer, encumbrance or other disposition, including, without limitation, a mortgage or any other security device, of all, or substantially all, of the assets of the Corporation or of any assets of the Corporation (including, without limitation, stocks, or portion thereof or interest therein during any twelve (12) month period having an aggregate value in excess of One Hundred Thousand Dollars (\$100,000.00), (iii) any purchase or other acquisition of assets (including, without limitation, stocks, securities, certificates of deposit and other intangible assets) or any interest therein at an aggregate cost to the Corporation during any twelve (12) month period exceeding One Hundred Thousand Dollars (\$100,000.00), (iv) the opening or closing of any corporate bank account or the withdrawal or transfer of corporate funds from existing corporate bank accounts in an aggregate amount in excess of One Hundred Thousand Dollars (\$100,000.00), (iv) the opening or closing of any corporate bank account or the withdrawal or transfer of corporate funds from existing corporate bank accounts in an aggregate amount in excess of One Hundred Thousand Dollars (\$100,000.00) during any twelve (12) month period; (v) the issuance of any capital stock, warrants, rights or options to purchase capital stock or any other securities of the Corporation, of any type, kind or nature, (vi) the incurring of any liability or indebtedness in respect of borrowed money, any other material obligation, liability or indebtedness, or any

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

other liability or indebtedness maturing more than one (1) year from the date of creation thereof, (vii) any reclassification of any class or classes of the capital stock of the Corporation, or any recapitalization including any class or classes of the capital stock of the Corporation, (viii) any declaration of any dividend (or other distribution, direct or indirect, on account of any shares of any class of the capital stock of the Corporation) or any redemption, retirement, purchase or other acquisition, direct or indirect, of any shares of any class of capital stock of the Corporation (or any warrants, rights or options to purchase any such stock), (ix) any removal of any director of the Corporation, (x) any amendments to the Charter or By-laws of the Corporation, (xi) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Material Transaction, and (xii) any other corporate actions or transactions which are now or hereafter defined as Material Transactions in the By-laws of the Corporation.

 ${
m \underline{NINTH:}}$  The duration of the Corporation's existence shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on this 5th day of June, 1992.

WITNESS:

Charles R.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Fairview Orchards Landbesitz GmbH & Co. Vermögensverwaltungs KG

June 4, 1992

Maryland State Department of Assessments and Taxation 301 West Preston Street Baltimore, Maryland 21201

RE: Fairview Orchards Landbesitz, Inc.

Gentlemen:

Fairview Orchards GmbH & Co. Vermögensverwaltungs KG, a German limited partnership which is registered to do business in the State of Maryland hereby consents to the formation of a Maryland corporation under the name "Fairview Orchards Landbesitz, Inc.", and the use by that corporation of the name "Fairview Orchards Landbesitz".

It is contemplated that Fairview Orchards Landbesitz GmbH & Co. Vermögensverwaltungs KG will merge into Fairview Orchards Landbesitz, Inc. within the next 45 days.

Very truly yours,

Fairview Orchards Landbesitz GmbH & Co. Vermögensverwaltungs KG, a German Limited Partnership

By: Feirview Orchards Landbesitz GmbH, its general partner

Byt

Manfred Schone, Managing Director

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



K OF THE CIRCUIT COURT
WASHINGTON COUNTY
WASHINGTON COUNTY
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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66		Rec. Fee (Dissolution)	Change of Principal Office
52		Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent Change of Resident Agent
50		Cert. of Qual. or Reg.	Address
51		Foreign Name Registration	Resignation of Resident Agent
13		Certified Copy	Designation of Resident Agent
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# 00046 00156 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF FAIRVIEW ORCHARDS LANDBESITZ, INC.

APPROVED AND	RECEIVED FOR REC	ORD I	BY THE S	TATE DEF	PARTMENT (	OF ASSESSME	NTS A	ND TAXATION
OF MARYLAND	JUNE	5,	1992	AT	9:27	O'CLOCK		A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDE	D.						
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IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED 001 3 0 1992

WASHINGTON COUNTY

RETURN TO: SEMMES, BOWEN & SEMMES ATTN: EVANS HUBBARD 250 WEST PRATT STREET BALTIMORE

MD 21201

238C3050728

OF TATIS A 393544 MARYLAND MINING RECORDED IN THE RECORDS OF THE

TO THE CLERK OF THE COURT OF

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3424 0428 CORPORATION RECORD

'n

# 00046 00157

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF REVIVAL

FOR And D D Busy Broom, Inc. (Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation) FIRST: The name of the corporation at the time the charter was forfetted mas And The name which the corporation will use after revival is SECOND: The name which the corporation will use after revival is D & D Busy Broom, Inc. THIRD: The address of the principal office in this state is 1815 Heisterboro Road Hagerstown, Maryland 21740 FOURTH: The name and address of the resident agent is Donald McClure 1815 Heisterboro Road

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Hagersotwn, Maryland 21740

At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been traffeited whether or not barred by limitations.

STATE DEFAULT TANALITY SEP 4 8 53 AH '92 APPROVED FOR PAYMENT 215386C1 3424 0405 EENNIC J. WEAVER, CLERK , 6-1-92 (1) 2:13 mm

TEL NU: 301-333-5512

# 00046 00158

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

The undersigned who were respectively the <u>last acting</u> president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

> Sonald McCl Donald McClure Last Acting President/Vice President

Dwayne McClure Last Acting Secretary/Theasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

	Last Acting Director	uto con
	Last Acting Director	w_
·	Last Acting Director	

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

and the second s	Director	
SPNs dirurnus hurtumanususususus siinus siinus siin	Director	
	Director	

(2)

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AFFIDAVIT FOR REVIVAL OF A CHARTER

Donald McClure, President D & D Busy Broom, Inc. (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due of the charter had not been forfeited whether or not barred by limitations.

(print name beneath signature)

I hereby certify that on May 29, 1992 (insert date) pefore me the

subscriber, a notary public of the State of Maryland, in and for Washington. \_ (insert name

County of county for which notary is appointed) personally appeared

.....Donald..... (insert name

ardentiour

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

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As withess my hand and notarial seal

Der ac (signature of notary public)

My Commission expires 9/1/92 ... •

> LORI A. GARDENHOUR NOTARY PUBLIC STATE OF MARYLAND Washington County My Commission Expires Sept. 1, 1992

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

P.S.



F THE CIRCUIT COURT
HINGTON TO Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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THE ARTICLES OF REVIVAL OF D AND D BUSY BROOM, INC. CHANGING ITS NAME TO: D & D BUSY BROOM, INC.

APPROVED AND RECEIVED FOR RECORD BY TH	HE STATE DEPARTMENT OF	ASSESSMENTS AND TAXATION
--	------------------------	--------------------------

OF MARYLAND JUNE

1, 1992 AT

2:13

O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

20.00

30.00

D2259893

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:

MD 21740

DWAYNE E. MCCLURE 17618 HEISTERBORD RD. HAGERSTOWN

A 393520

23703050724

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 고객으로 디렉디크



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY O'HARE FREIGHT FORWARDER, INC.

#### ARTICLES OF REVIVAL

FIRST: The name of the Corporation at the time the charter was forfeited was O'Hare Freight Forwarder, Inc.

SECOND: The name which the corporation will use after revival is O'Hare Freight Forwarder, Inc.

THIRD: The name and address of the resident agent is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

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

- (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 on real estate and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited, whether or not barred by limitation.

SIXTH: The address of the principal office in this state is 82 West Washington Street, Hagerstown, Maryland 21740.

The undersigned, who were respectively the last acting President and Secretary of the Corporation, severally acknowledge the Articles of Revival to be their act.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXALLY IN

(9-10-97) at 10.43A.m.

\*92 APR 30 PM 12 39 STATE DEPT. OF ASSESSMENTS & TAXATION Ronald McHugh

Last Acting President

Colleen Black

Last Acting Secretary

215386:

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SEP 4 8 53 AH "92 DENIED BE

LENNIS J. WEAVER, CLERK

BY:\_\_\_\_\_

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Ronald McHugh, President of O'Hare Freight Forwarder, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Ronald McHugh

I hereby certify that on 4-10-92 1992, before me the subscriber, a Notary Public of the State of Wisconsin, in and for County, personally appeared Ronald McHugh, and made oath under the penalties of perjury that the matters and facts set forth in this Affidavit are true to the best of his knowledge, information and belief.

Witness my hand, and notarial seal

Notary Public in and for the County and State aforesaid

Notary SEal

My Commission expires: 10-18-94

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY

LLOYD W. JONES

PAUL B. ANDERSON Administrator

PS



# CLERK OF THE CIRCUIT COURT Department for Country and Taxation

Room 809 301 West Preston Street Baltimore, Maryland 21201

**CHARTER DIVISION** 

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		Consolidation)				
64	***	Rec. Fee (Transfer)			of Name	
65	20	Rec. Fee (Dissolution)			of Principal	
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# 00046 00165 CLERK OF THE CIRCUIT GOURT WASHINGTON COUNTY

THE ARTICLES OF REVIVAL

OF

O+HARE FREIGHT FORWARDER, INC.

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

OF MARYLAND JUNE

1, 1992 AT 10:43

O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

30.00

D1921766

TO THE CLERK OF THE COURT CF

WASHINGTON COUNTY

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

MAILED 001 3 0 1992

RETURN TO: CREAGER & NEWHOUSE, P.A. P.O. BOX 1417 HAGERSTOWN MD 21741

23703050720

A 393516

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3424 0394



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

#### ARTICLES OF AMENDMENT

BREESE M. DICKINSON, D.D.S., P.A.

Breese M. Dickinson, D.D.S., P.A., a Maryland Professional Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryband that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom Article V and by substituting in lieu thereof the following new Article V:

That the principal office address of the Corporation is:

19236 Meadow View Drive Hagerstown, Maryland 21742

That the Resident Agent's name and address is:

Breese M. Dickinson 16822 National Pike Hagerstown, Maryland 21740

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on May 4, 1992 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held May 4, 1992.

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

THE UNDERSIGNED, Breese M. Dickinson, D.D.S., P.A. President, who executed on behalf of said Corporation the aforegoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Arthur of Amendment to be the corporate act of said Corporation and firther ertifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof

RECEIVED ATL: CMILE. ATTROVED FOR PARMENT SEP 4 8 53 AH '92 5-28-92 at 8:23A CENNIC J. WEAVER, 21498317 3424 0327

00046 00167 CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY are true in all material respects, under the penalties of

Attest to Signature and Corporate Seal:

perjury.

Secretary

BREESE M. DICKINSON, D.D.S., P.A.

Dickinson Breese M.

President

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-With

I HEREBY CERTIFY that on this 22 day of May 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Breese M. Dickinson, President of Breese M. Dickinson. Dickinson, President of Breese M. Dickinson, D.D.S., P.A., a Maryland professional corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Minda L. Funt
Notary Public

My Commission Expires: 1 June 1994

# STATE OF MARYLAN

WILLIAM DONALD WASHINGTON COUNTY

GOVERNOR Governor

LLOYD W. JONES Director

PAUL B. ANDERSON



#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

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		Rec. Fee (Dissolution)	Change of Principal Office
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# 00046 00169 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF BREESE M. DICKINSON, D.D.S.,

TO THE CLERK OF THE COURT OF

APPROVED AND RECEIVED FOR	R RECORD BY THE S	TATE DEPARTMENT	OF ASSESSMENTS A	ND TAXATION
OF MARYLAND MAY	28, 1992	AT 8:23	O'CLOCK A	• M. AS IN CONFORMITY
WITH LAW AND ORDERED REC	ORDED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
S	\$	20.00		
		D0465542		

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

WASHINGTON COUNTY

RETURN TO: MEYERS, YOUNG & GROVE, P.A.
P.O. BOX 1267
HAGERSTOWN MD 2 MD 21741 1267

STATE DEPARTMENT OF ASSESSMENTS

23703050707 A 393505 MARYLAND MINING RECORDED IN THE RECORDS OF THE

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3424 0326

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ARTICLES OF AMENDMENT RECEIVED

·92 MAY 19 AM 8 30 32 MRY 13
STATE DEPT. OF
STATE DEPT. OF
ASSESSMENTS & TAXATION
ASSESSMENTS & Maryland corporation

RAM Structures, Inc.
(Name of Corporation)

hereby certifies to the State Department of Assessments and Taxation of Maryland that:
FIRST: The charter of the corporation is hereby amended as follows:
Article six, paragraph one; there is to be issued Two Hundred (200)
shares of common stock, without par value in lieu of Five Thousand (5000)
shares of common stock, without par value.
(attach second sheet for further amendments)
SECOND: The amendment of the charter of the corporation as hereinabove set forth has
been duly advised by the board of directors and approved by the stockholders/members of the
corporation.
FOR USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK:  21548256
FOR USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK:
THIRD: (a) The total number of shares of all classes of stock of the corporation
heretofore authorized, and the number and par value of the shares of each class, are as
follows:
We the undersigned President and Secretary swear under penalties of perjury that the
foregoing is a corporate act.
Secretary HOLLYXVIRSINAWSSARolin K. Mumma  NOILYXVIRSINAWSSARolin K. Mumma
- NOC 76.
SEF H 8 53 H 32 OS 8 WW Z NIII 26. STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENDS 1392

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



K OF THE CIRCUIT COURT WASHINGTON COUNTY Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: POM

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT RAN STRUCTURES, INC.

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

OF MARYLAND JUNE

2, 1992 AT

8:50

O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

20.00

D3378551

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: RAM STRUCTURES, INC. P.O. BOX 1051 HAGER STOWN

MD 21740

OF MARYLAND MINING

A 393402

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3 33 134

236C3050577

00046 00173 TATE DEPARTMENT OF ASSESSMENTS. CORPORATION RECORD CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY APPROVED FOR PAYMENT 28-92 at 8:22a .m. ARTICLES OF AMENDMENT

ORAL & FACIAL SURGERY, DRS. WIESENBAUGH AND BEHAN, P.A.

Oral & Facial Surgery, Drs. Wiesenbaugh and Behan, P.A., a Maryland professional Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The Charter of the Corporation is hereby amended by FIRST: deleting therefrom Article FOURTH and by substituting in lieu thereof the following new Article FOURTH:

That the principal office address of the Corporation is:

> Potomac Professional Building 19414 Leitersburg Pike Hagerstown, Maryland 21742

That the Resident Agent's name and address is:

Joseph M. Wiesenbaugh, Jr. Rocky Forge Farm 22032 Rocky Forge Road Hagerstown, Maryland 21742

21498280

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on December 2, 1991 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held December 2, 1991.

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

THE UNDERSIGNED, Joseph M. Wiesenbaugh, Jr., President, who executed on behalf of said Corporation the adoregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the

.92 MAY 28 AM 8 22 RECEIVED

SEP 4 8 54 AM '92

CENNIC J. WEAVER, CLERK BY: \_

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

ORAL & FACIAL SURGERY, DRS. WIESENBAUGH AND BEHAN, P.A.

Kathleen M. Wiesenbaugh

Secretary

President

President

Secretary

President

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

I HEREBY CERTIFY, that on this 16th day of February, A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph M. Wiesenbaugh, Jr., President of Oral & Facial Surgery, Drs. Wiesenbaugh and Behan, P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

My Commission Expires:

December 1, 1992

....3423 1336.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



nts and Taxation TER DIVISION

> Room 809 West Preston Street e, Maryland 21201

LERK OF THE CIRCUIT COURT WASHINGTON COUNSESSMEN CHART		AAALA	00175
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

ORAL & FACIAL SURGERY, DRS. WIESENBAUGH AND
BEHAN, P.A.

APPROVED AND RECEIVED FOR RECORD BY	THE STATE DEPARTMENT	OF ASSESSMENTS A	ND TAXATION
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OF MARYLAND MAY

28, 1992

8:22

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

SPECIAL FEE PAID:

20.00

D0479485

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED - UCT 3 0 1992

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

236C3050559 **A** 393389



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of B — H Pizza Hut of Frederick, Inc Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of his Comporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795

of the Corporation, have executed this Written Consent as of the John day of April, 1992.

O. Gene Bicknell

O. Gene Bicknell

Gordon W. Elliott

J. J. Fitzsimmons

The foregoing unanimous written consent was executed on the date set

forth above,

K42492D

Kevin J. Henderson Vice President and Secretary

FILED STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

SEP 4 8 54 AH '92

1-2-92 at //// A.m.

LENNIC J. WEAVER, CLERK

BY:\_\_\_\_

WILLIAM DONALD SCHAFFER CIRCUIT COUNTY

GOVERNOR

WASHINGTON COUNTY

APPROVED BY: RMC

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

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5		Rec. Fee (Dissolution)	XXXX	Chang	e of Principal	Office
6		Rec. Fee (Revival)	XXXX	-	e of Resident	
2		Foreign Qualification	XXXX	Chang	e of Resident	rgent
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF B-H PIZZA HUT OF FREDERICK, INC.

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OF MARYLAND JUNE	2,	1992	AT	11:17	O'CLOCK	A -	M. AS IN CONFORMI

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAY ATION

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10.00

D0690495

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N•E• 29TH PLACE
BELLEVUE WA 98007

236C3050541

A 393372

OF MARYLANIII

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Hinkle-Bicknell Pizza Hut of Frederick, In Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

of the Corporation, have executed this Written Consent as of the 30H stay of April, 1992.

J. J. Fizsimmons

The foregoing unani forth above. K42492D	Mous written consent was executed on the date set		
FILED	STATE DEPARTMENT OF ASSESSMENT OF ASSESSMENT AND TAXATION  APPROVED FOR RECORD		
SEP 4 8 54 AM '92	6-2-92 at 11:11 A.m.	7427	1952
BY:	g - seeker - g		W 9000 Sh 2000

# WILLIAM DONADD STHEETER 181

LLOYD W. JONES CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED BY: \_\_\_\_RMC\_\_

Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

COUNTY \_

301 West Preston Street Baltimore, Maryland 21201

DOÇUHEN	T CODE _		BUSINESS CODE			COUNTY	71
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56 54		Penalty For. Supplemental Ce			and Resi	ion of Resident Agent'	s Address
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF HINKLE-BICKNELL PIZZA HUT OF FREDERICK, INC.

APPROVED AND RECEIVED FOR REC	CORD BY THE	STATE DEPARTMENT	OF ASSESSMENT	S AND TAXATION
OF MARYLAND JUNE	2, 1992	AT 11:17	O'CLOCK	A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDS	ED.			
			_	
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
\$	\$	10.00		

D0692525

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED DOT 30 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236C3050540 A 393371



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORD

## 00046 00183

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### **UNANIMOUS WRITTEN CONSENT** OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of White Oaks Pizza Hut, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the of the day of April,

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Vice President and Secretary

STATE DEPARTMENT OF ASSESSMENTS

FILED

APPROVED FOR RECORDED 4 8 54 AM '9 ARMYC J. WEAVER, CLERK

# WILLIAM DONALD GOVERNOR 0184 Governor

LLOYD W. JONES Director

LERK OF THE CIRCUIT COUNTY



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baktmore, Maryland 21201

PAUL B. ANDERSON
Administrator

BUSINESS CODE

DOÇUH	ENT CODE	BUSINESS CODE	BIND RADIO		COUNTY	71
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- 3	0 40-700 File-time values	Consolidation)				
64		Rec. fee (Transfer)		Change of	flame	
65		Rec. Fee (Dissolution)	XXX		f Principal C	
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52		Foreign Qualification	XXX		f Resident As	gent
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53		Foreign Resolution				
73		Certificate of Conveyance				
76		Certificate of Herger/Transfer				
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	•	Other		Bellevue.	Washington	98007
		Other				

TOTAL \$10.00

1 Check Cash

NOIF:

\_\_\_\_\_14 Documents on \_\_\_\_1 checks

APPROVED BY: \_\_\_\_ RMC\_

# 00046 00185 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE DE WHITE DAKS PIZZA HUT, INC.

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

OF MARYLAND JUNE

2, 1992 AT 11:17 O,CFOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

10.00

D0541631

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED 001 3 0 1992

RETURN TO: NATIONAL PIZZA COMPANY ATTN: CHRISTINE MARKWOOD 14450 N.E. 29TH PLACE BELLEVUE WA 98007

236C3050539

A 393370

MARYLAND MINING

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Emmitsburg, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the 30+1, day of April, 1992.

Object Becknell Gordon W. Elliott

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Kevin 5. Henderson
Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS

SEP 4 8 54 AH '92

6-2-92 at 11:11 A.m

LENNIS J. WEAVER, SLERK

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7.4

#### WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



#### 4 Deparantal Assessments and Taxation **CHARTER DIVISION**

OF THE CIRCUIT COURT SHINGTON COUNTY

301 West Preston Street Baltimore, Maryland 21201

DOÇUHEN	T CODE _	BUSINESS CO	DDE		COUNTY	71
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20		Organ. & Capitalization				
61		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment) Rec. Fee (Merger or				
03		Consolidation)	-			
64		Rec. Fee (Transfer)	-	Change of	f Name	
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		Foreign Qualification	XXX	-	f Resident A	gent
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70 91	\$10,00	Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limit				
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TOTAL	\$10.00		•			
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\_\_\_\_\_14 Documents on \_\_\_\_1 checks

APPROVED BY: \_\_\_\_RMC\_\_

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZA HUT OF EMMITSBURG, INC.

APPROVED AND RECEIVED FOR RE	CORD BY THE S	STATE DEPARTMENT	OF ASSESSMENT	TS AND TAXATION	
OF MARYLAND JUNE	2, 1992	AT 11:17	O'CLOCK	A. M. AS IN CONFO	RMITY
WITH LAW AND ORDERED RECORD	ED.				
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:	
S	\$	10.00			
		D1203678			

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

WASHINGTON COUNTY

MAILED 001 3 8 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236C305C538
A 393369



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### **UNANIMOUS WRITTEN CONSENT** OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Hinkle Equities, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of his Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the Lay of April, 1992.

O. Gene Bicknell Gordon W. Elliott The foregoing unanimous written consent was executed on the date set

forth above. K42492D Kevin J. Henderson STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION

FILED

APPROVED FOR RECORD 6-2-92

LENNIC J. WEAVER, CLERK

#### WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



+ 6 Danting fol Assessments and Taxation THE CIRCUIT COURT

**CHARTER DIVISION** Room 809 301 West Presion Street Baltimore, Maryland 21201

COUNTY 71 DOCUMENT CODE BUSINESS CODE P.A. Religious Close Stock Nonstock Surviving Merging (Transferee) (Transferor) The state of the s CODE AMOUNT FEE REMITTED Name Change (New Name)\_ Expedited Fee 10 Organ. & Capitalization Rec. Fee (Arts. of Inc.) 20 ---61 Rec. Fee (Amendment) 62 Rec. Fee (Herger or 63 Consolidation) Change of Name
Change of Principal Office
XXXX Change of Resident Agent Rec. Fee (Transfer) 64 65 Rec. Fee (Dissolution) Rec. Fee (Revival) 66 XXXX Change of Resident Agent Foreign Qualification 52 50 Cert. of Qual. or Reg. Address Resignation of Resident Agent
Designation of Resident Agent
and Resident Agent's Address
Other Change 51 Foreign Name Registration Certified Copy \_\_\_\_\_ 13 Penalty 56 For. Supplemental Cert. 54 Foreign Resolution 53 Certificate of Conveyance Certificate of Herger/Transfer 76 Code Special Fee 15 For. Limited Partnership .... Cert. Limited Partnership ATTENTION: 83 d+ 0 100000 Amendment to Limited Partnership 24 Termination of Limited Partnership 85 Recordation Tax 21 State Transfer Tax 22 Local Transfer Tax 23 \_\_ Corp. Good Standing 31 HAIL TO ADDRESS: NA Foreign Corp. Registration Limited Part. Good Standing 87 Property Reports and late filing penals 71 NATIONAL PIZZA COMPANY 600 Attention: Christine Markwood 14450 N.E. 29th Place 70 \$10.00 Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. 91 \_\_\_\_\_\_ Other Other Bellevue, Washington 98007

.\_\_\_ Cash

NOTE:

APPROVED BY: \_\_\_\_ RMC\_\_

1 Check

TOTAL

FEES

\$10.00

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF HINKLE EQUITIES, INC.

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

OF MARYLAND JUNE

2, 1992 AT 11:17 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

D1077015

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> MAILED OCI 3 0 1992 RETURN TO: NATIONAL PIZZA COMPANY ATTN: CHRISTINE MARKWOOD 14450 N.E. 29TH PLACE BELLEVUE

WA 98007

MARYLAND HIM

236C3050537 A 393368

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Frostburg, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation, have executed this Written Consent as of the Corporation and the

O. Gene Bicknell

Gordon W. Elliott

J. J. Fitzsimmons

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Kevin J. Henderson Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 54 AM "92

CENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

6-2-92 at 11:111.

#### WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_

RMC

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department Of Assessments and Taxation CLERK OF THE CIRCUIT COURT ROOM BOY

ITY Room 809 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)				
63		Rec. Fee (Herger or				
5		Consolidation)		Channa of	Hamo	
64		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of	Principal (	Office
65 66		Rec. Fee (Revival)	XXXX		Resident A	
52		Foreign Qualification	XXXX		Resident A	
50		Cert. of Qual. or Reg.		Address		
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56 54		Penalty For. Supplemental Cert.	•		ange	
53		Foreign Resolution				
73		Certificate of Conveyance				
76		Certificate of Herger/Transfer		•		
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80		For. Limited Partnership Cert. Limited Partnership	AT	TENTION.		
83		Amendment to Limited Partnership				
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZA HUT OF FROSTBURG, INC.

APPROVED AND RECEIVED FOR REC	ORD	BY THE S	STATE I	DEPARTMENT	OF ASSESSMEN	NTS AND TAXATION	
OF MARYLAND JUNE	2,	1992	AT	11:17	O.CFOCK	A . M. AS IN CON	FORMITY
WITH LAW AND ORDERED RECORDE	D.						
ORGANIZATION AND CAPITALIZATION FEE PAID:				ORDING E PAID:		SPECIAL FEE PAID:	
\$		\$		10.00	_	S	
					·		
			D091	0547			
TO THE CLERK OF THE COURT OF			WASH	INGTON (	COUNTY		

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

236C3050536 A 393367



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Hagerstown, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT AND FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the 30H day of April, 1992

O. Gene Bicknell

J. Fitzsimmons

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

K42492D

Vice President and Secretary

SEP 4 8 54 AM '92 APPROVED FOR RECORD

LENNIC J. WEAVER, CLERK 6-2-92 at 11:11 A.m.

### WILLIAM DONALD SCHAEFER 0 196 Governor

LLOYD W. JONES

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED BY: \_\_\_\_ RMC\_\_

Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

301 West Preston Street Baltimore, Maryland 21201

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63	******	Consolidation)	<del></del>			
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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZA HUT OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR	RECORD BY T	THE STATE DEPARTMEN	T OF ASSESSMEN	TS AND TAXATION
OF MARYLAND JUNE	2, 19	92 AT 11:17	O'CLOCK	A • M. AS IN CONFORMIT
WITH LAW AND ORDERED RECO	OR DED.			
ORGANIZATION AND		RECORDING		SPECIAL
CAPITALIZATION FEE PAID.		FEE PAID:		FEE PAID:
\$		s 10.00		F
		D0540872		
TO THE CLERK OF THE COURT (	)E	MACHTNETON	COUNTY	

MAILED 007 3 0 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N•E• 29TH PLACE
BELLEVUE WA 98007

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

236C3050535 A 393366

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



#### 00046 00198.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Bicknell-Hinkle Enterprises, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the 3011 day of April, 1992. RECE

The foregoing unamimous written consent was executed on the date set forth above.

K42492D

Kevin J, Henderson Vice President and Secretary

W. Elliott

Gordon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FILED

APPROVED FOR RECORD

8 54 AH '92

LENNIC L. WEAVER, CLERK

6-2-92 at

# WILLIAM DONALO GO HASTER 0 199

Governor

CLERK OF THE CIRCUIT COURT WASHINGTON. COUNTY

APPROVED BY: \_\_\_\_RMC

LLOYD W. JONES

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

301 West Presion Street Baltimore, Maryland 21201

3423,1235

COUNTY 71

DOÇUH	ENT CODE	BUSINESS CO	DDE	•	COUNTY 71
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53		Foreign Resolution			
73		Certificate of Conveyance			
76		Certificate of Merger/Transfer	-		
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00046 00200

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF BICKNELL-HINKLE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR REC	ORD	BY THE S	STATE I	DEPARTMEN	T OF ASSESSM	ENTS AND	TAXATION
OF MARYLAND JUNE	2,	1992	AT	11:17	O'CLOCK	A •	M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDS	ED.						
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:				SPECIAL FEE PAID:	
s		\$		10.00		\$	
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TO THE CLERK OF THE COURT OF			WASH	INGTON	COUNTY		

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

NATIONAL PIZZA COMPANY ATTN: CHRISTINE MARKWOOD 14450 N.E. 29TH PLACE BELLEVUE WA 98007

> 236C3050534 A 393365



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

743. 1331

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Hancock, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.	
of the Corporation, have executed this Written Consent as of the 1992.	
O. Gene Bicknell  O. Gene Bicknell  Gordon W. Elliott	
J.J. Fitzsimmons	
The foregoing unanimous written consent was executed on the date set fort above.	h
Keyin I Henderson	4-

FILED	STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
SEP 4 8 54 AH CENNIC J. WEAVER, CL	APPROVED FOR RECORD  1886 - 2.9 = at //////m.m.

3423 12

Vice President and Secretary

#### WILLIAM DONALD SCHAFFER Governot

LLOYD W. JONES

Director

PAUL B. ANDERSON Administrator



Obsparlment of Assessments and Taxation K OF THE CIRCUIT COURT CHARTER DIVISION WASHINGTON COUNTY

301 West Presion Street Baltimore, Maryland 21201

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52		Foreign Qualification		CX_ Change	of Resident	Agent
50		Cert. of Qual. or Reg.		Address		
51		Foreign Name Registration	-		tion of Resi	
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23		Local Transfer Tax	*			
31		Corp. Good Standing				
NA		Foreign Corp. Registration		HAIL TO ADD	RESS:	
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APPROVED BY: \_\_\_\_RMC\_\_

# 00046 00203 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
PIZZA HUT OF HANCOCK, INC.

OF MARYLAND JUNE	2, 1992	AT 11:17	O,CTOCK	A • M. AS IN CO	NFORMITY
WITH LAW AND ORDERED RE	CORDED.				
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:	
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D1413087

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED OCT 5 0 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236**C**3050533

A 393364



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### **UNANIMOUS WRITTEN CONSENT** OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Thurmont, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the Eay of April,

Gordon W. Elliott

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

J. Henderson Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

8 55 AH '92

LENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

# WILLIAM DONALD GOVERNOR GOVERNOR

APPROVED BY:

RMC

LLOYD W. JONES Director

CLERK OF THE CIRCUIT COUR WASHINGTON COUNTY



#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

# PAUL B. ANDERSON Administrator

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4		Rec. Fee (Transfer)	Change of Name
5		Rec. Fee (Dissolution)	XXXX Change of Principal Office
6		Rec. Fee (Revival)	XXXX Change of Resident Agent
2		Foreign Qualification	XXXX Change of Resident Agent
0		Cert. of Qual. or Reg.	Address
1	-	Foreign Name Registration	Resignation of Resident Agent
3	-	Certified Copy	Designation of Resident Agent
6	•	Penalty	and Resident Agent's Address
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		late filing penalties	· .
70	\$10.00	Change of P.O., R.A. or R.A.A.	14450 N.E. 29th Place
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZA HUT OF THURMONT, INC.

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

OE MARYLAND JUNE

2, 1992 AT 11:17

O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID

10-00

D1390277

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED DCI 3 0 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236C3050532

A 393363

SSESS 1032 OF MARYLANDIAN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Walkersville, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795

IT WITNESS WHEREOF, the undersigned Directors, being with Directors of the Corporation, have executed this Written Consent as of the Office day of April, 1992.

O. Gene Bicknell

Gordon W. Elliott

J. J. Fitzs/mmons

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Kevin J. Henderson

Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS

SEP 4 8 55 AM 92

EENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

+ //:// / m.

RY.

# WILLIAM DONALD SCHAEFER 6 002 Governor

CLERK OF THE CIRCUIT WASHINGTON COU

APPROVED BY: \_\_\_\_RMC\_\_

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

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61		Rec. Fee (Amendment)				
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1	•	Consolidation)				
64		*Rec. Fee (Transfer)			of Name	0.000
65		Rec. Fee (Dissolution)	XXXX		of Principa	
66		Rec. Fee (Revival)	XXXX		of Resident	
52		Foreign Qualification	XXXX.	Address	of Resident	Agent
50		Cert. of Qual. or Reg. Foreign Name Registration			ation of Res	ident Agent
51		Certified Copy			ation of Res	ident Agent
56		Penalty			sident Agent	
54		For. Supplemental Cert.				
53		Foreign Resolution				
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00046 00209 CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZA HUT OF WALKERSVILLE, INC.

APPROVED AND RECEIVED FOR	RECORD	BY THE	STATE I	DEPARTMENT	OF ASSESSMEN	TS AND	TAXATION
OF MARYLAND JUNE	2,	1992	AT	11:17	O'CLOCK	A •	M. AS IN CONFORMITY
WITH LAW AND ORDERED REC	OR DED.						

RECORDING FEE PAID:

10.00

D1826650

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED 001 3 0 1992

RETURN TO: NATIONAL PIZZA COMPANY ATTN: CHRISTINE MARKWOOD 14450 N.E. 29TH PLACE BELLEVUE **WA 98007** 

236C3050531

A 393362



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### **UNANIMOUS WRITTEN CONSENT** OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizzaco of Maryland, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21793

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the April, day of April,

IN Gordon W. Elliott O. Gene Bicknell

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

8 55 AM '92

CENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

#### WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON



O புறிழைப் of Assessments and Taxation OF THE CIRCUIT COURT
ASHINGTON COUNTY

CHARTER DIVISION
Room Men

301 West Preston Street Baltimore, Maryland 21201

3423 1221

Administrator COUNTY 71 BUSINESS CODE DOCUMENT CODE

ODE AMOUNT FEE REMITTED  O	ergin Trans	g feror) _			ng eree)
ODE AMOUNT FEE REHITTED    Name, Change				<i>y</i>	
Special Fee					
Expedited Fee   (New Name)	OUE	VMOOUL	LEE KEMILIED	Name Ch	ange
Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Arts. of Inc.) Rec. Fee (Merger or Consolidation) Rec. Fee (Iransfer) Rec. Fee (Revival) Resident Agent Change of Principal Office Rec. Fee (Revival) Resident Agent Resident Agent Change of Principal Office Rec. Fee (Revival) Rec. Fee (Revival) Resident Agent Change of Principal Office Rec. Fee (Revival) Resident Agent Change of Principal Office Rec. Fee (Revival) Resident Agent Change of Principal Office Rec. Fee (Revival) Resident Agent Change of Resident Agent Resident Agent Change of Resident Agent Resident Agent Resignation of Resident Resident Agent Change of Resident Agent Rec. Fee (Persident Agent	0		Expedited Fee	(New Na	ime)
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Company   Personal   Property Reports and   Attention: Christine Markwown   Attention: Chris	75 80 83 84 85 21 22		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partn Recordation Tax State Transfer Tax Local Transfer Tax	ship ership	ATTENTION:
Financial  Personal  Property Reports and late filing penalties  Change of P.O., R.A. or R.A.A.  Amend/Cancellation, For. Limited Part. Other  Other  Other	75 30 33 84 85 21 22 23		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing	ship ership	ATTENTION:
Property Reports and Attention: Christine Markwo late filing penalties  70 \$10.00 Change of P.O., R.A. or R.A.A.  91 Amend/Cancellation, For. Limited Part.  Other  Other  Other	75 30 33 84 85 21 22 23 31		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	ship ership	ATTENTION:
70 \$10.00 Change of P.O., R.A. or R.A.A. 91 Amend/Cancellation, For. Limited Part. Other Other TOTAL	75 80 83 84 85 21 22 23 31 NA 87		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good S	ship ership	HAIL TO ADDRESS:
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TOTAL	75 80 83 84 85 21 22 23 31 NA 87 71 600		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good S Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A. Amend/Cancellation, For. Lim	ship ership tanding Personal	HAIL TO ADDRESS:  NATIONAL PIZZA COMPANY Attention: Christine Mark 14450 N.E. 29th Place
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	75 80 83 84 85 21 22 23 31 NA 87 71 600	\$10.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good S Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A. Amend/Cancellation, For. Lim Other Other	ship ership tanding Personal	HAIL TO ADDRESS:  NATIONAL PIZZA COMPANY Attention: Christine Mark 14450 N.E. 29th Place  Bellevue, Washington 98007
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APPROVED BY: \_\_\_\_RMC\_\_

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF PIZZACO OF MARYLAND, INC.

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

OF MARYLAND JUNE

2, 1992 AT 11:17

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10.00

D1826643

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED 001 3 0 1992

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236C3050530

A 393361

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Pizza Hut of Cumberland, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this Corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the Colliday of April, 1992.

O. Gene Bicknell

Gordon W. Edirett

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Kevin J. Henderson, Vice President

STATE DEPARTMENT OF ASSESSMENTS and Secretary
AND TAXATION

SEP 4 8 55 AH SZ at ///// m.

SEP 4 8 55 AH SZ

LENNIC J. WEAVER, CLERK

# WILLIAM DONAUDSCHÄEFER 2 1 4 Governor

LLOYD W. JONES Director

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

\_\_\_\_\_14\_\_ Documents on \_\_\_\_1 checks

APPROVED BY: \_\_\_\_RMC\_\_

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxatlon **CHARTER DIVISION**

Room 8179 301 West Preston Street Baltimore, Maryland 21201

COUNTY 71

DOÇUHE	NT CODE	BUSINESS CO	DE			COUNTY	71
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10		Expedited Fee	(New Nan	ne)			
20		Organ. & Capitalization					
61		Rec. Fee (Arts. of Inc.)					
62		Rec. Fee (Amendment) Rec. Fee (Merger or					
03	-	Consolidation)					
64		Rec. Fee (Transfer)		Ch	nange of	Hame	*
65		Rec. Fee (Dissolution)	VVV			Principal	Office
66		Rec. Fee (Revival)	XXXX		nange of	Resident	Agent .
52		Foreign Qualification	XXXX			Resident	
50		Cert. of Qual. or Reg.		Ac	dress		
51		Foreign Name Registration		Re	signatio	on of Resi	dent Agent
13		Certified Copy		De	asignatio	on of Resi	dent Agent
56		Penalty		al	nd Resid	ent Agent'	s Address
54		For. Supplemental Cert.	******	01	ther Char	nge	
53		Foreign Resolution		-			
73		Certificate of Conveyance					
76		Certificate of Merger/Transfer			•		
				Code			
75		Special Fee					
80		For. Limited Partnership					
83	g+ 0 -00000	Cert. Limited Partnership		ATTE	NTION:		
24		Amendment to Limited Partnership					•
85		Termination of Limited Partners	hip				
21		Recordation Tax					
22		State Transfer Tax					
23		Local Transfer Tax Corp. Good Standing				*	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
PIZZA HUT OF CUMBERLAND, INC.

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

OF MARYLAND JUNE

2, 1992 AT 11:17

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

APITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

10.00

D0500561

TO THE CLERK OF THE COURT OF

**HASHINGTON COUNTY** 

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

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N•E• 29TH PLACE
BELLEVUE WA 98007

236C3050529

A 393360

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

B:2: 82:5



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF

The undersigned, being all the Directors of Bicknell Equities, Inc., a Maryland corporation (the "Corporation"), acting pursuant to its By-Laws and the laws of the State of Maryland hereby consent to and adopt the following resolution:

WHEREAS, the Registered Agent of the Corporation has ceased his employment with the Corporation and the Corporation therefore desires to appoint a new Registered Agent.

IT IS THEREFORE, RESOLVED, that the Registered Agent of this Corporation in the State of Maryland be and it is hereby changed to James Lowenhaupt, whose business address is 2 West Potomac Parkway, Williamsport, Maryland 21795; and

BE IT FURTHER RESOLVED, that the principal office of this corporation shall be at 2 West Potomac Parkway, Williamsport, Maryland 21

of the Corporation, have executed this Written Consent as of the Solladay of April, 1992.

Olene Bicknell
O. Gene Bicknell

Gordon W. Elliott

J. J. Fitzsimmons

21548373

The foregoing unanimous written consent was executed on the date set forth above.

K42492D

Revin J. Henderson Vice President and Secretary

FILED

SEP 4 8 55 AN '92

LENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

#### STATE OF MARYLAND

WILLIAM DONADO SCHREFER 217
Governor

LLOYD W. JONES CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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10		Expedited Fee	(New Nar	me)	
20		Organ. & Capitalization			
61		Rec. Fee (Arts. of Inc.)			
62		Rec. Fee (Amendment)			
63		Rec. Fee (Merger or			
		Consolidation)			
64		Rec. Fee (Transfer)		Change of Na	
65		Rec. Fee (Dissolution)	XXX		incipal Office
66		Rec. Fee (Revival)	XXXX		esident Agent
52		Foreign Qualification	XXXX	x_ Change of Re	esident Agent
50		Cert. of Qual. or Reg.		Address	
51		Foreign Name Registration			of Resident Agent
13		Certified Copy			of Resident Agent
56		Penalty		and Residen	t Agent's Address
54		For. Supplemental Cert.		Other Change	3
53		Foreign Resolution			
73		Certificate of Conveyance			
76		Certificate of Merger/Transfer			
				Code	. 7
7.5		Special Fee		code	
75		For. Limited Partnership			
80		Cert. Limited Partnership		ATTENTION:	
83 84		Amendment to Limited Partnership			
85		Termination of Limited Partnershi	in		4
21		Recordation Tax	ı p		
22		State Transfer Tax		•	
23		Local Transfer Tax	•		
31		Corp. Good Standing			1.
NA		Foreign Corp. Registration		MAIL TO ADDRESS	:
87		Limited Part. Good Stand	ing		
71		Financial		NATIONAL DIZZ	A COMPANY
600		Pers	sonal		
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7.0	*** 0 00	late filing penalties		14450 N.E. 29	th Place
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\_\_\_\_14 Documents on \_\_\_1 checks

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF BICKNELL EQUITIES, INC.

RECORD BY THE	STATE DEPARTMENT	OF ASSESSMENT	IS AND TAXATION
2, 1992	AT 11:17	O,CFOCK	A • M. AS IN CONFORMI
OR DED.			
	RECORDING FEE PAID:		SPECIAL FEE PAID:
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3			
	•	OR DED.	OR DED.

MAILED DCT 3 D 1992

BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE WA 98007

236C3050528 **A** 393359



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORD

### 00046 00219

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

DRS. WEISS AND BECKER, P.A. 5-28,92 1:05p

FIRST: I, THE UNDERSIGNED, NICHOLAS J. GIAMPETRO ESQUIRE, whose post office address is 920 Providence Road, Suite 407, Towson, Maryland 21204, being at least twenty-one years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code as amended.

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

DRS. WEISS AND BECKER, P.A.

THIRD: The purposes for which the Corporation is formed

- 1. To engage in the business of rendering services in the practice of Medicine, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principles of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services; and to engage in any other lawful purpose and business. purpose and business.
- 2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in the State is 324 E. Antietam Street, Suite 200, Hagerstown, Maryland 21740. The name of the resident agent of the Corporation in this State is Robert E. Weiss, M.D., and the post office address of the resident agent is 324 E. Antietam Street, Suite 200, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5000 shares without par value, all of one class.

- 1 -

FILED

SEP 4 8 55 AM '92

21538095

LENNIC J. WEAVER, CLERK

3/21 2418

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (2). names of the Directors who shall act until the first Annual Meeting or until their successors are duly chosen and qualified are:

> ROBERT E. WEISS, M.D. M. DOUGLAS BECKER, M.D.

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

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.
- 3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of May, 1992, and I acknowledge same to be my act.

Nicholas J. Grampetro, Esquire

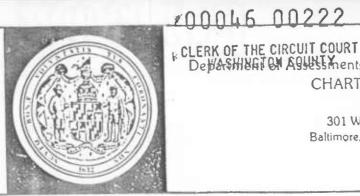
- 3 -

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



R CLERK OF THE CIRCUIT COURT
De MASHIGHE ON ASSESSMENTS and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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00046 00223 CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

DRS. WEISS AND BECKER, P.A.

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

OF MARYLAND May 28, 1992

AT 1:05

O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

20.00

20.00

TO THE CLERK OF THE COURT OF

Washington County

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

RETURN TO:

LOIS FREELS GIAMPETRO & TRALINS, P.C. 920 PROVIDENCE ROAD #407 Towson, Maryland 21204

233C3O5OOO1

A 384584

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1 /24 0/1/17



## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### SIRIUS TELECOM AND COMPUTING, INC

A Maryland Close Corporation, Organized Pursuant to Title
Four of the Corporations and Associations Article of the
Annotated Code of MarylandPARTMENT OF ASSESSMENTS AND TAXATION

> ARTICLES OF INCORPORATION PERCURD FOR RECORD 7-23-92 00 9040

FIRST: I, Marsha V. Griffith whose post office address is 13107 Woodburn Drive, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

The name of the corporation (which is hereafter SECOND: called the "Corporation") is Sirius Telecom and Computing, Inc.

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

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

To provide Telecommunications and Computing Services to the general public.

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

FIFTH: The post office address of the principal office of the  $\sqrt{\phantom{a}}$ Corporation in this state is 1422 Glenwood Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation is this Marsha Griffith, 13107 Woodburn Drive, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is two hundred (200) shares of common stock, without par value.

SEVENTH: All of the Corporation issued stock, exclusive of treasury shares shall be held of record.

EIGHTH: All of the issued stock of all classes shall be subject to the following restrictions on transfer permitted by the General Corporation Law.

Each stockholder to the Corporation or to other stockholders of

General Corporation Law.

Each stockholder to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should be elect to sell his stock.

6 Wy EZ TIME ZO T

C3/1303A 3436, 1867

CEMMIC , WEAVER, SLERK

NINTH: The Corporation electrical fall a Board of Directors.
The names and addresses as follows.

Timothy A. Hoover 1422 Glenwood Avenue Hagerstown, Maryland 21742

Rebecca Hoover 1422 Glenwood Avenue Hagerstown, Maryland 21742

Marsha Griffith 13107 Woodburn Drive Hagerstown, Maryland 21742

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

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

IN WITNESS WHEROF, I have signed these articles of oragion Phis 18th day of July, 19 Incorporation this 10 acknowledge the same to be my act. 22058403 , 1992 and I

(2)

## STATE OF MARK OF THE CIRCUIT COURT

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

DOCUMENT CODE		BUSINESS CODE		COUNTY	
*	P.A.	Religious	Close _	Stock _	Nonstock
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91	Change of P.O., F Amend/Cancellation	R.A. or R.A.A. on, For. Limited Par	t. Hagis	staun Mg	21749
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

SIRIUS TELECOM AND COMPUTING, INC.

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

OF MARYLAND JULY

23, 1992 AT

9:04 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20 00

RECORDING FFE PAID:

FEE PAIL

20.00

20.00

D3473659

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: MARSHA GRIFFITH 13107 WOODBURN DR. HAGERSTOWN

MAILED NOV 1 0 1992

MD 21742

020C3062445

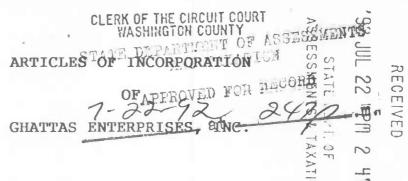
A 397694

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.





FIRST: I, Laurence E. Fisher, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation (the "Corporation") is Ghattas Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are (1) to operate a truck dealership and (2) to engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law that are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Asad M. Ghattas, 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock that the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.ED

22058158

UCT 28 10 08 AH '92

LENNIS & WEAVEN, SLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. Asad M. Ghattas will serve as Director until the first annual meeting of the stockholders and until his successor is elected and qualifies.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law, as applicable from time to time, all persons who at any time were or are directors or officers of the Corporation for any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) relating to any action alleged to have been taken or omitted in such capacity as a director or an officer. Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Maryland law, as applicable from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law, as applicable from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board of

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Directors. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 22nd day of July, 1992.

Laurence E. Fisher

a:GHATTAS\LEFASG18.ART

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

my

APPROVED BY:



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

	P.A Religious	Close Stock Nonstoo
Merging (Transferor) _		urviving Transferee)
<u></u>		·
CODE AMOUNT	FEE REMITTED	Name_Change
10 30	Expedited Fee Organ. & Capitalization	(New Name)
61 62	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or	
63	Consolidation) Rec. Fee (Transfer)	Change of Name
65	Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent Change of Resident Agent
52 50 51	Cert. of Qual. or Reg. Foreign Name Registration	Address Resignation of Resident Agent
13 56	Penalty For. Supplemental Cert.	and Resident Agent's Address Other Change
54 53 73	Foreign Resolution Certificate of Conveyance	
76	Certificate of Merger/Transfer	$\alpha c c -$
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75 80 83	Special Fee For. Limited Partnership Cert. Limited Partnership	ATTENTION: Lawrence
84	Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax	1 1
21 22 23	State Transfer Tax Local Transfer Tax	
31 NA 87	Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stand	MAIL TO ADDRESS:
71	Financial Per	rsonal
70	Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	
91	Amend/Cancellation, For. Limited Other	
TOTAL M	Other	

00046 00232

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GHATTAS ENTERPRISES, INC.

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

OF MARYLAND JULY

22, 1992 AT

2:47 O'CLOCK

P . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

20.00

20-00

D3472198

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED NOV 1 0 1992

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LAWRENCE FISHER
10 LIGHT STREET
BALTIMORE

MD 21202



018C3062222

A 397491

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

DIMIL DITT

Roy R. Pittman, Inc.
(A Close Corporation)

#### ARTICLES OF INCORPORATION

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Roy R. Pittman, Inc.

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 77 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State are Roy R. Pittman, 77 West Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

FILED

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DET 280 10 03 AP '92

EENNIC J. WEAVERY OLERK

BY: \_

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Roy R. Pittman.

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

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of July, 1992, and I acknowledge the same to be my act.

Scott L. Schubel Incorporator

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

I HEREBY CERTIFY, That on this // day of flow, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Darbara A Socots
Notary Public

My Commission Expires:

May 14, 1994

STATE OF MARWIDAND IRCUIT COUR WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

Director

PAUL B. ANDERSON

Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUMI	ENT CODE _	02	BUSINESS CODE	=	03		YTNUC	71
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10	20	Expedited Fee Organ. & Capitali:	zation	(11011	(tame)			
61	20	Rec. Fee (Arts. o	f Inc.)					
62		Rec. Fee (Amendme						
63		Rec. Fee (Merger Consolidation)	or					
64		Rec. Fee (Transfe	r)	_	Ch	ange of Name	e	0.001
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51	9	Foreign Name Regi	stration		Re	signation o	f Resi	dent Agent
13	-4	Certified C	Copy	**	ar	nd Resident	Agent'	s Address
56 54		For. Supplemental	Cert.		ot	her Change_		
53		Foreign Resolution	on		_			
73		Certificate of Co	onveyance					
76		Certificate of Me	erger/Transfer					
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75		Special Fee						
80		For. Limited Par			ATTE	NTION:		
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION DE ROY R. PITTMAN, INC.

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

OF MARYLAND JULY

20, 1992 AT

11:35

O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

20.00

20-00

03470853

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: SCOTT L. SCHUBEL, P.A. WACHS, BOONE & SCHUBEL, ATTORNEYS 138 WEST WASHINGTON STREET HAGERSTOWN MD 21740 4769

> > 01703062063

A 397351

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



APPROVED FOR RECORD CLERK OF THE CIRCUIT COURT OF 120/92 At 912 9 WASHINGTON COUNTY GOLF TRADING POST, INC. (8.5)

ARTICLES OF INCORPORATION including election to be a Close Corporation

STATE DEC.

FIRST: I, William C. Wantz, whose address is 123 West m Washington Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

Golf Trading Post, Inc.

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

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

- (1) Retail sale of golf equipment and related items.
- (2) To do anything permitted under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The address of the principal office of the Corporation in Maryland is 26 West Franklin Street, Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is William C. Wantz, 123 West Washington Street, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides ther

Oct 28 10 09 AM '92

LENNIS J. WEAVER, GLERK

av.

22028277

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

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is William C. Wantz.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of acknowledge the same to be my act. WITNESS:

Cathy B. Chalfant William C. Wantz

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

		P.A Religious	Close Stock Nonstock
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50 51 13 56 54 53 73		Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance Certificate of Merger/Transfer	Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
75 80 83 84 85 21 22 23		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax	ATTENTION:  D'illiam C. Wantz
31 NA 87 71 600		Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stand Financial Per Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other	Hagerstown, MD 21740 Part.
TOTA	s	OtherCheck Cash	NOTE:
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF GOLF TRADING POST, INC.

APPROVED AND RECEIVED FOR RECORD BY TH	E STATE DEPARTMENT O	F ASSESSMENTS	AND TAXATION
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OF MARYLAND JULY

20, 1992 AT

9:12 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3470762

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: WANTZ
WILLIAM C. WANTZ
123 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

ASSESSMENT OF MARYLA

01703062054

A 397342

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY ROCKY HILLS FARM, INC. AND TAXATION APPROVED FOR RECORD 07/20/97 at

A Maryland Close Corporation, Organized Pursuant to Title Four of the Corporations and Associations Article of the Annotated Code of Maryland B.5

ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Rocky Hills Farm, Inc.

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

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

- To aid and encourage the breeding and raising of thoroughbread donkeys, sheep and animals of all kinds and to purchase, sell, transfer, or otherwise dispose; to take all measures and do all things which may be necessary or expedient for the encouragement of animal breeding and the holding of agricultrual fairs; and to establish studs or other breeding establishments for the improvement of the breed of donkeys, sheep and all other domestic quadrupeds.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 13907 Spielman Road, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this Edward N. Button, 44 N. Potomac Street, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

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

Oct 28 10 og AH '92

BY: \_\_\_\_\_ 9 3435 0787

CLERK OF THE CIRCUIT COURT

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

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

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

Witness

# STATE OF MARYEAN THE CIRCUIT C

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURTY

WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF ROCKY HILLS FARM, INC.

APPROVED AND	RECEIVED FOR	RECORD BY 1	THE STATE DEPARTMENT	OF ASSESSMENTS A	ND TAXATION

OF MARYLAND JULY

20, 1992 AT

9:26 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3470481

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: EDWARD N- BUTTON, ATTORNEY 44 NORTH POTOMAC STREET, STE- 104 HAGERSTOWN MD 21740

01703052026

A 397321

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3435 0786



CORPORATION RECORD

### 00046 00246

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### RESOLUTION

The Board of Directors of Hagerstown Equipment Company, Inc., a corporation organized in the State of Maryland on 05/27/86 duly approved a resolution as follows:

RESOLVED: That the Resident Agent, Richard E. Basehar, 81 W. Washington Street, Hagerstown, Maryland 21740 of the corporation is changed to Timothy S. Gordon, Esquire, 134 W. Washington Street, P.O. Box 398, Hagerstown, Maryland 21740.

I, J. Michael Hall, President certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing resolution is true in all material respects.

HASERSTOWN EQUIPMENT CO. INC.

| Nichael Hall, President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-20-92 at 8:31 A.m.

FILED

22028439

OCT 28 10 09 AH '92

LENNIC J. WEAVER, CLERK

ν.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT Departments and Taxation CHARTER DIVISION

00046 00247-

Room 809 301 West Presion Street Baltimore, Maryland 21201

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53		Rec. Fee (Merger or				
55		Consolidation)				
64		Rec. Fee (Transfer)			of Name	
65		Rec. Fee (Dissolution)			of Principal	
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76		Certificate of Merger/Transfer				
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80		Cert. Limited Partnership		ATTENTION:		
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APPROVED BY: RMC

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS HAGERSTOWN EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FO	R RECORD BY THE ST	ATE DEPARTMENT OF	ASSESSMENTS AND TAXATION
--------------------------	--------------------	-------------------	--------------------------

OF MARYLAND JULY

20, 1992 AT

8:37 O'CLOCK

A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

10.00

D2139681

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED NOV 1 0 1992

RETURN TO: TIMOTHY S. GORDON, P.A. 134 W. WASHINGTON ST. P.O. BOX 398 HAGERSTOWN

MD 21740



016C3062010

A 397299

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2435 0725

CORPORATION RECORD

00046 00249

STATE DEPARTMENT OF ASSESSMENTS CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY AND TAXATION

APPROVED FOR RECORD

92\_ at \_

THE FITNESS EXPRESS, INC. 7

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

#### ARTICLES OF INCORPORATION

The undersigned, Henry A. Supplee, whose post office address is 227 West Patrick Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which hereinafter called the "Corporation") is: THE FITNESS EXPRESS, INC.

The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

To engage in the business of conducting classes and providing instruction in, and developing programs for low impact, high impact and bench step aerobic exercises, and in the art of aerobic exercise and dance generally, and related physical fitness

DET ZU 10 09 AH '92 LENVIS J. WEAVER! CLERK

21998152434 2487

HENRY A. SUPPLEE ATTORNEY AT LAW 27 WEST PATRICK ST. FREDERICK, MD. 21701

(301) 694-9700

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

activities; providing equipment and instruction for the proper use thereof for such exercises and activities.

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

of the Corporation in this State is 9305 Crystal Falls Drive, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation in this State are Lynda Warrenfeltz, 9305 Crystal Falls Drive, Boonsboro, Washington County, Maryland 21713. Said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One Dollar (\$1.00) per share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The stockholders of the Corporation shall have pre-emptive rights with respect to the sale by the Corporation of any additional shares of capital stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for the sale. This pre-emptive right may be waived in any particular

SUPPLEE
AT LAW
ATRICK ST.
, MD. 21701

94-9700

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

instance of the issuance of shares in the Corporation by a unanimous vote of the stockholders of the Corporation.

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective there shall be one (1) Director whose name is: Lynda Warrenfeltz.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the stockholders thereof:

- 1. The Corporation may classify or reclassify any unissued shares of its capital stock by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no action shall affect the pre-emptive rights provided for in these Articles.
- 2. Any stockholder, individually, or any firm of which any stockholder may be a member, or any corporation or association of which any stockholder may be an officer or director or in which any stockholder any be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or

HENRY A. SUPPLEE ATTORNEY AT LAW 227 WEST PATRICK ST. FREDERICK, MD. 21701

(301) 694-9700

3

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected invalidated; provided, however, that in the event that stockholder of any firm of which a stockholder is a member, or any corporation or association of which a stockholder may be an officer or director or have a pecuniary interest is so interested, such facts shall be disclosed or shall have been known by stockholders of the Corporation or a majority thereof and any stockholder 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 a meeting of the stockholders of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or association; and further, provided, however, in such event such contract or transaction must also be approved by a majority vote of the disinterested stockholders even if the disinterested stockholders shall constitute less than a quorum.

3. The enumeration and definition of a particular power of the stockholders and/or the Corporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of

. Supplee
Y AT LAW
ATRICK ST.
K, MD. 21701

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers otherwise conferred under the General Laws of the State of Maryland now or hereafter enforced.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this // day of // , 1992, and I acknowledge the same to be my act.

Henry A. Supples

HENRY A. SUPPLEE ATTORNEY AT LAW 27 WEST PATRICK ST. FREDERICK, MD. 21701

(301) 694-9700

5

STATE OF MARYLAND ROUIT COURT WASHINGTON COUNTY WILLIAM DONALD SCHAEFER

Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	APPROVE	41/	_ checks			345	6

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

THE FITNESS EXPRESS, INC.

APPROVED AND RE	CEIVED FOR RECORD	BY THE STATE	DEPARTMENT OF	ASSESSMENTS AND	TAXATION

OF MARYLAND JULY

16, 1992 AT

2:14 O'CLOCK

P . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

OF	RGAN	IZATIO	N A	VD.
APIT	ALIZ	ATION	FEE	PAID:

RECORDING

SPECIAL

20.00

20.00

D3469475

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
HENRY A. SUPPLEE, ESQ., ATTORNEY
227 WEST PATRICK STREET
FREDERICK MD 21701

01603061846

A 397170

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3434 2886



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

07/17/92 at 9:12 a.m.

CLOSE CORPORATION

# By

### QUANTUM COMMUNICATIONS, INC.

### ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That the undersigned, Kevin F. Bress, whose Post Office Address is 6 Park Center Court, Suite 100, Owings Mills, Maryland 21117, being of full legal age and a citizen of the State of Maryland and of the United States, acting as incorporator, does hereby form a professional service corporation under and by virtue of the General Laws of the State of Maryland.

- 1. That the name of the Corporation (hereinafter called the "Corporation") is QUANTUM COMMUNICATIONS, INC.
- 2. The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.
- 3. The object and purpose for which, and for any of which this Corporation is formed and the business to be carried on or promoted by it are to do any or all of the following things:
- (a) To engage in the business of telecommunications, cellular telephone sales and services, satellite communications, answering services, and related sales and services.
- (b) To do such acts and carry on such business as may be permitted by Title 5, Subtitle 1 of the Corporations and Associations Article of the Annotated Code of Maryland.
- 4. The Post Office Address of the place at which the principal office of the Corporation in the State of Maryland will be located is 16717 Mount Williams Circle, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Christopher E. Rietmann, 16717 Mount Williams Circle, Williamsport, Maryland 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.
- V
- 5. The total amount of the authorized Capital Stock of the Corporation is Twenty Thousand (20,000) shares with a par value of One (\$1.00) Dollar per share.
- 6. Subject to the requirements of Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, the Corporation may from time to time:
- (a) authorize the issuance of shares of its stock with or without par value of any class for such consideration as

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EENNIS J. WEAVER, CLERK

BY:

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the Corporation may deem advisable. The Corporation shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value to be issued.

- (b) classify or reclassify any unissued shares of stock of the Corporation of any class now or hereafter authorized by fixing or altering in any one or more respects, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, and the times and prices of redemption of such shares.
- 7. After the completion of the Organizational Meeting of Directors and the initial issuance of the stock of the Corporation, the Corporation shall have no Board of Directors. Until such time the Corporation shall have the following Directors:

Timothy S. Marriner and Christopher E. Rietmann

- 8. (a) Any person who is or who has served as a Director or Officer of the Corporation, or at its request, of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation against any and all liabilities, costs and legal or other expense, including, without limitation, fines, penalties, judgments and amounts paid in settlement, reasonably incurred by or impressed upon such person in connection with or resulting from any claim, action, suit or proceeding, civil, criminal, administrative or investigative, to the full extent permitted by Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, or any successor statute.
- (b) Agents and employees of the Corporation who are not Directors or Officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Stockholders of the Corporation.
- 9. The power to make, alter and repeal By-Laws of the Corporation shall be vested in the Board of Directors until such time as the Corporation's election not to have a Board of Directors becomes effective.

I have signed these Articles of Incorporation, acknowledging the same to be my act, on this day of will, 1992.

Kevin F. Bress

f:\corp\incorp\quantum.art

- 2 -

# STATE OF MARYLAIN CHINGTON COU

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF QUANTUM COMMUNICATIONS, INC.

AFFROVED /	AND K	ECEIVED FOR	KECOKD BI	THE STATE DI	EFAKTMENT OF	ASSESSMIENT	3 AND IAXATION
OF MARYLA	ND	JULY	17,	1992 AT	9:12	O,CFOCK	A • M. AS IN CONFORMIT
WITH LAW A	ND OF	RDERED RECO	RDED.				

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3469079

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: KEVIN F. BRESS KANDEL, FRANK & CHERNOW 6 PARK CENTER CCURT, SUITE 100 MCDONOGH CROSSROADS CWINGS MILLS MD 21117

> > 01503061806

A 397127



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2434 2674

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

METEORLITES PRODUCTIONS, INC.

INFORMAL ACTION OF BOARD OF DIRECTORS

The undersigned, constituting all of the members of the Board of Directors of Meteorlites Productions, Inc., a Maryland corporation (hereinafter the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from Mike Scarfe whose address is 20 North Mulberry Street, Hagerstown, Maryland 21740 to Cindy Everly whose address is 101 West Franklin Street, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLVED: That the principal office of the corporation be and it is hereby changed from 20 North Mulberry Street, Hagerstown, Maryland 21740 to 101 West Franklin Street, Hagerstown, Maryland 21740.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of

g & DiGirolan t Law

ashington Street , Maryland 21740

21908300 TE DIVARTMENT OF ASSESSMENTS 3434 0695 AND TAXATION APPROVED FOR RECORD

FILED

CENNIS J. WEAVER, GLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS our hands and seals the 12th day of MAY

1992

Jonathan Willson, Director (SEAL)

Aconan Willson / Director

Richard T/ Gosnell, Director (SEAL)

I HEREBY CERTIFY that I am the duly elected and qualified secretary of Meteorlites Productions, Inc. and the keeper of the records and corporate seal of said Corporation; that the above is a true and correct copy of the resolution duly adopted by the informal action of the Board of Directors thereof in accordance with its By-Laws on the 12<sup>Th</sup> day of MAY, 19 92, and that the same are now in full force.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereto affixed this  $12^{\pi \mu}$  day of  $19 \, 92$ .

Jonathan Willson, Secretary

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street

A:\METEORLI.IAO

3434 0656

(SEAL)

STATE OF MARYLANDHE CIRCUIT CO WILLIAM DONALD SCHAEFER

Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF METEORLITES PRODUCTIONS INC.

APPROVED AND RECEIVED FO	OR RECORD BY THE S	TATE DEPARTMENT	OF ASSESSMEN	TS AND TAXATION
OF MARYLAND JULY	8, 1992	AT 11:13	O.CFOCK	A • M. AS IN CONFORMIT
WITH LAW AND ORDERED RE	CORDED.			
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ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FFE PAID:		SPECIAL FEE PAID:
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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON STHAGERSTOWN MD 21740

013C3061506

A 396853



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORD

00046 00264

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

ARTICLES OF INCORPORATION at 3:06

BLACK ROCK ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

#### ARTICLE 1

The name of the Corporation is Black Rock Estates Homeowners Association, Inc., hereafter called the "Association".

#### ARTICLE 11

The principal office of the Association is located at 72 West Washington Street, Hagerstown, Washington County, Maryland 21740.

ARTICLE 111

Roger Schlossberg, whose address is 134 W. Washington Street, Hagerstown, Washington, Maryland 21740, is hereby appointed the resident agent of the Association.

### ARTICLE 1V

The terms "Association", "Common Area", "Company", "Lots", Owner", and "Property" as used in these Articles of Incorporation Shall have the meanings set forth in the Black Rock Estates Declaration of Covenants, Conditions and Restrictions dated July 10, 1992, and recorded among the Land Records of Washington County, Maryland (the "Declaration").

### ARTICLE V

#### PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety,

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LENNIC J. WEAVER, CLERK

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erg & DiGirolamo at Law Washington Street wn, Maryland 21740

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;
- (d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of the members, and
- (g) have and to exercise any and all powers, rights and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

#### ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Company and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members; however, for purposes of a quorum they shall be treated as a single member. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member(s) shall be the Company and shall be entitled to three votes for each Lot Owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
  - (b) on the ninth anniversary of the date of the Declaration.

Provided, however, that the Class B Membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the Company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

#### ARTICLE VIII

#### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Mansoor Emral Shaool 72 West Washington Street Hagerstown, MD 21740

Janet Emral Shaool 72 West Washington Street Hagerstown, MD 21740

& DiGirolamo Law

ashington Street Maryland 21740

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY Sasson Emral Shaool 72 West Washington Street Hagerstown, MD 21740

These Directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the even of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

#### ARTICLE IX

#### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

#### ARTICLE X

The Association shall exist perpetually.

#### ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, and amend or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Company may be exercised if and only if either the Veterans Administration or the Federal Housing Administration or any similar or successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof or any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Association or any successor agencies thereto approve the Property or any part thereof or any Lot therein for Federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen years of age, has executed these Articles of Incorporation this 10th day of July, 1992, for the purpose of incorporating this Association.

Roger Schlossberg

Notary Pub

HOTARY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 10th day of July, 1992, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Roger Schlossberg, who did acknowledge that he executed the aforegoing Articles of Incorporation as his voluntary act and deed and further acknowledged the representations contained therein as true and correct.

Witness my official hand and notarial seal

MY COMMISSION EXPIRES:

12-1-94

& DiGirolamo Law

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES . Director





CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF BLACK ROCK ESTATES HOMEOWNERS ASSOCIATION, INC.

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

OF MARYLAND JULY

10, 1992 AT 3:06 O'CLOCK

P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID

20.00

20.00

D3465143

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: SCHLOSSBERG & DI GIROLAMO P.O. BOX 4227 HAGERSTOWN MD 21741

> > 01003061187

A 396552

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



STATE L

· ASSESSMENT'S

CORD

### 00046 00271

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

17/02/92 8:

8:55 GROUP CLAIM ADMINISTRATORS, LTD.

ARTICLES OF AMENDMENT

RECEIVED

GROUP CLAIM ADMINISTRATORS, LTD., a Maryland Close Corporation, having its principal office at 22 Broadway, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation", Hereby certifies to the State Department of Assessments and Taxabion Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the corporation is hereby amended by changing the name of the Corporation in Article SECOND to Frank U. Linn Insurance, Ltd.

SECOND: The Charter of the Corporation is hereby amended by deleting paragraph (1) Article FOURTH in its entirety and by substituting in lieu thereof the following new paragraph (1):

(1) The selling, servicing and brokering of insurance of all types and the provision of administrative services for insurance claims for employers, insurers and individuals.

THIRD: The Charter of the Corporation is hereby amended by changing the address in Article FIFTH of the principal office of the Corporation to 22 Broadway, Hagerstown, Maryland 21740 and the address of the Resident Agent to 22 Broadway, Hagerstown, Maryland 21740.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, GROUP CLAIM ADMINISTRATORS, LTD. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of June, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of GROUP CLAIM ADMINISTRATORS, LTD. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material aspects to the best of his knowledge, information and belief.

ATTEST:

GROUP CLAIM ADMINISTRATORS, INC.

Linn,

Eric D. Linn, Assistant Secretary
UCT 20 10 09 AH 92

Lennic L. Weaver, Clerk

Frank

STATE OF MARYLAND

CLERK OF THE CIRCUIT CO WILLIAM DONALD SCHARTHERY ON COUNTY Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY:



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF GROUP CLAIM ADMINISTRATORS, LTD. CHANGING ITS NAME TO: FRANK U. LINN INSURANCE, LTD.

APPROVED AND RECEIVED FO	R RECORD BY THE STATE	DEPARTMENT OF	ASSESSMENTS AND	TAXATION
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OF MARYLAND JULY

1992 AT

8:55

O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

20.00

D2845089

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: FRANK U. LINN INSURANCE, LTD. 22 BROADWAY HAGERSTOWN MD 21740

> > 008C3060932

A 396311

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO





STATE DEPARTMENT OF ASSESSMENT 00046 00274

AND TAXATION

APPROVED FOR RECORD CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF REVIVAL

FOR		
CARO-CRIS TRANSPORT INC.		
(Insert exact name of corporation as it appears on red Department of Assessments and Taxation)	cords of	the State
FIRST: The name of the corporation at the time the charter	a V.	
CARO-CRIS TRANSPORT, INC.	STA	•
	EN 6	REC
SECOND: The name which the corporation will use after revival  ARO- CRIS TRINSPORT INC.	STATE DEPT. OF	(E)
	29 29	•
THIRD: The address of the principal office in this state is		
RT 1 Lockwood Rd.		/
Williamsport, MD 21795		·
FOURTH: The name and address of the resident agent is		
DIXIE C. NewHouse Attorney at LAW		
82 W. Wash. St.		
Hagerstown, MD 21740		UUUWW I

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

DET 20 10 10 AM '92

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

The undersigned who were respectively the <u>last acting</u> president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

HARLES W. MUMMENT Last Acting President/Vice President Eloise M. MummerT Last Acting Secretary/Treasurer Elsew At. Ascument (Use if A cannot be signed/acknowledged) B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act. Last Acting Director Last Acting Director Last Acting Director (Use if A and B cannot be signed/acknowledged) The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act. Director Director 2432 1319 Director 3432 1606 (2)

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

### AFFIDAVIT FOR REVIVAL OF A CHARTER

Ι,	Eloise M. MUMMERT of	CARO-CRIS TRANSPORT INC.
	(insert name and title) Sed Teas.	(insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

(print name beneath signature)

Eloise 1. Muniment

I hereby certify that on February 12, 1992 before me the (insert date)

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

Washington personally appeared (insert name)

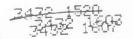
Eloise M. Mummert and made oath under the penalties of perjury that of person swearing)

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

(signature of notary public)

My Commission expires June 7, 1994 .



### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00277

CLERK OF THE CIRCUIT COURT Department of the Court and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
CARO-CRIS TRANSPORT, INC.

OF MARYLAND JULY

6, 1992 AT

9:29

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

30.00

D2672020

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED NOV 1 0 1992

RETURN TO:
DIXIE C. NEWHOUSE, ESQ.
82 W. WASHINGTON ST.
HAGERSTOWN MD

MD 21740



008C3060871

A 396258

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT

FAMILY FOOTWAREAUTH SPECIALISTS, P.C. 1:35 P.m.

DR. DALE S. HERMAN D. M. 1:35 P.m.

SESSMENTS

ARTICLES OF INCORPORATION

FIRST. I, Dale S. Herman, whose post office address is 339 East Antietam Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

FAMILY FOOT HEALTH SPECIALISTS, P.C. DR. DALE S. HERMAN, D.P.M.

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

- To own and carry on the business of the professional practice of podiatry medicine.
- Corporations and Associations Article of the Annotated Code of Marriand, and as limited by the Professional Service

  Orporations Subtitle of said Corporations and Associations

  Orporations Subtitle of said Corporations and Associations

  Orbordary as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 339 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Dale S. Herman, 339 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (110) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one 20) 10 15 me of the Director who shall act until the first 21888070

CERNIS J. WEZVER! GEERK BY:

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

annual meeting or until his successor is duly chosen and qualified is:

#### Dale S. Herman

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

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or nereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such snares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

- 3. With respect to:
- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchise;
- (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (g) the voluntary or involuntary liquidation, dissolution or winding up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

3232 1EM4

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this At day of July , 1992, and acknowledge the same to be my act.

WITNESS:

(SEAL)

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: Jm T

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00284

CLERK OF THE CIRCUIT COURT Deparability of CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

FAMILY FOOT HEALTH SPECIALISTS, P.C., DR. DALE
S. HERMAN, D.P.M.

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

OF MARYLAND JULY

2, 1992 AT

1:35

O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

20.00

20.00

D3463072

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
DAY & SCHNEIDER, P.A.
120 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

008C3060849

A 396240

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORD

00046 00286

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

07/01/92 at 8: 35. 9 PIVED

WASHINGTON COUNTY WRESTLING CLUB, INC.

ARTICLES OF INCORPORATION

· 92 JUL 1 AM 8 25 STATE DEPT. OF SESSMENTS & TAXATION

I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

The name of the Corporation (which is hereafter called the "Corporation") is WASHINGTON COUNTY WRESTLING CLUB, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained int he instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or m ore of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, to the fittle to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or

8et 20 10 to Mi 92 LENNIE E WEAVER, ELERK



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated COde of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

The object of this club is (1) to promote, support and develop amateur wrestling in the community (2) to foster the ideals of good sportsmanship through participation, competition and fellowship (3) to improve the degree of amateur wrestling by providing coaching, facilities and competition. Membership in the corporation is open to all persons regardless of race, religion, sex or age, provided said person has a son or daughter currently participation in the wrestling program.

FOURTH: The post office address of the Corporation in this State is 83 B Landis Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Paul Ernest Walters, 83 B Landis Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act the first annual meeting or until their successors are duly elected and qualify, are: Paul Ernest Walters, Joseph Dietrich, Greg Slick, Brian Brake and Lou Jarrett.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation not contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

- (a) References to "charitable organizations" or charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the Unites States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue COde of 1986, as now in force or afterwards amended.
- (b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, and state or territory, the District f Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holidays as defines in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of tuke, 1992, and I acknowledge same to be my act.

WITNESS

Edward L. Kuczynski

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



OF THE CIRCUIT COURT
SHIREFOREGORD Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY WRESTLING CLUB, INC.

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

OF MARYLAND JULY

1, 1992 AT

8:25

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

APITALIZATION FEE PAID:

RECORDING FEE PAID:

FEE PAID

20.00

20.00

D3462710

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
EDWARD L. KUCZYNSKI
55 NORTH JONATHAN STREET
KUCZYNSKI BUILDING
HAGERSTOWN MD 21740

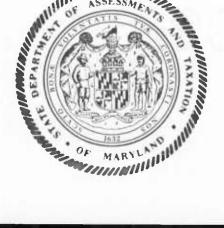
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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.





STATE DEPERTMENT OF A

AND TAXATION

00046 00292

APPROVED FOR RECORD '

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
RIPPLE CONSTRUCTION COMPANY

07/01/92 at -

g: 41 q.m. A MARYLAND CLOSE CORPORATION, ORGANIZED PURSUANT TO TITLE 4 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

#### ARTICLES OF INCORPORATION

FIRST: I, Thomas M. DiGirolamo, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

The name of the Corporation (which is hereinafter referred to as the "Corporation") is Ripple Construction Company.

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

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

- To engage in the business of home improvement and (1) new home construction; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by  $\S2-103$  of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 19108 Olde Waterford Road, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Robert Ripple 19108 Olde Waterford Road, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors By-Laws of the Corporation, provided that the humber shall never be less than the minimum number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated

The names of the directors who shall 2005 shall never be less than the minimum.

402 of the Corporations and Associations Article of the Annough 33355 Code of Maryland as amended. The names of the directors who shall act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and until their successors are act until the first annual meeting and the first annual m

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CENNIC J. WEAVER, CLERK

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sberg & DiGirolamo eys at Law

est Washington Stre town, Maryland 21740

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 (1)empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereinafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- The Board of Directors of the Corporation may classify or reclassify any unissued stock by fixing or altering in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.
- (3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

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

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

The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in

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Schlossberg & DiGirolamo

134 West Washington Street Hagerstown, Maryland 21740

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29% day of Jone , 1992, and I acknowledge the same to be my voluntary act and deed.

angle 2 Burgan

Thomas M. Digirolamo

(SEAL)

& DiGirolamo

ashington Street

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3432 1255

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT Deput ARRENGE ASSESSMENTS and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
RIPPLE CONSTRUCTION COMPANY

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

OF MARYLAND JULY

1, 1992 AT

8:41

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20-00

D3462637

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED NOV 1 0 1992

RETURN TO:
THOMAS M. DIGIROLAMO
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON ST, BOX 4227
HAGERSTOWN MD 21740

00803060805

A 396197

OF MARYLAND MINING

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CORPORATE RESOLUTION

I, the undersigned Secretary of Fox & Associates, Inc. having its principal place of business at 981 Mt. Aetna Road, Hagerstown, MD, do hereby certify that, by action by the Board of Directors of Fox & Associates, Inc., a corporation organized in the State of Maryland on June 6, 1966, on June 1, 1992, the following resolution was duly adopted:

RESOLVED: That the address of the principal office of the corporation is changed to 981 Mt. Aetna Road, Hagerstown, MD 21740, and that the resident agent of the corporation is changed to Willis E. Weikert, Jr. whose address is 981 Mt. Aetna Road, Hagerstown, MD 21740.

I, Russell E. Townsley, Secretary/Treasurer certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Witness my hand and the seal of the company this 10th day of June 1992.

Russell E. Townsley, Secretary Treasurer

Willis E. Weikert, Jr., Executive Lince
President

STATE LEPT OF
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FILED

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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 10:58Am. OCT 28 10 11 AH '92

LENNIC J. WEAVER, CLERK

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#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# 00046 00298

CLEAN OF THE CIRCUIT COURT
WASHINGTON COURT CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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Documents on \_\_\_\_1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE OF FOX & ASSOCIATES, INC.

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

OF MARYLAND JULY

2, 1992 AT

10:58 o'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

	OR	GA	NIZA	HON	A.	VD.	
CA	PIT	ALI	ZATI	ON F	EE	PAID:	

RECORDING FEE PAID:

FEE PAID

10.00

D0230508

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: FOX & ASSOCIATES, INC. 981 MT. AETNA RD. HAGERSTOWN

MD 21740

005C3060440

**A** 395849

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



T431 1237



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SUMMERS AND HANES INSURANCE AGENCY INC.

A Maryland Close CorporatSMATE DEPARTMENT OF ASSESSMENTS AND TAXATION Organized Pursuant to Title 4 of the Corporations and Associations Article of the AFFROVED FOR RECORD Annotated Code of Maryland

ARTICLES OF INCORPORATION 7-2-92 at \_/2

FIRST: I, George T. Horman, whose post office address is 22 West Second Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is SUMMERS AND HAMES INSURANCE AGENCY INC.

The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

- (1) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, and all other kinds of insurance, and all other kinds of insurance. insurance, collecting premiums, and doing such other business as may be designated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business; and to engage in any other lawful purpose and business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 32 S. Main Street, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State are Maurice G. Hanes, 32 S. Main Street, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is Maurice G. Hanes.

FILED

OCT 28 10 11 AH '92

LENVICE WEAVER, CLERK



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

EIGHTH: No Director or Officer of the Corporation shall be liable to the Corporation or to its Stockholders for money damages except (1) to the extent that it is proved that such Director or Officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit of money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based on a finding in the proceeding that such Director's or Officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_, 1992, and I acknowledge the same to be my act.

George T. Horman

3431

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT DEPONITHEN OF CASSESSMENTS and Taxation CHARTER DIVISION

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Room 809 301 West Preston Street Baltimore, Maryland 21201

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

SUMMERS AND HANES INSURANCE AGENCY INC.

APPROVED AND R	ECEIVED FOR	RECORD BY TH	E STATE D	EPARTMENT C	OF ASSESSMENT	S AND TAXATION
OF MARYLAND	JULY	2, 19	92 AT	12:32	O'CLOCK	P • M. AS IN CONFORMIT
WITH LAW AND O	RDERED RECO	R DED.				
ORGANIZATION AND CAPITALIZATION FEE PA	ID:			ORDING PAID:		SPECIAL FEE PAID:
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WASHINGTON COUNTY

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

RETURN TO: GEORGE HORMAN 22 WEST 22ND STREET FREDERICK

MD 21701

005C3060385
ASSESSME

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



TO THE CLERK OF THE COURT OF

2611 01. CORPORATION RECORD 6-29-92 :12:52PM : REBOLL, MacMERRAY-HARBOR CITY RESEARCH:# 27

00046 00304

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

STATE DEPLATEINT OF ASSESSMENT AND TAXATION

CESI MARYLAND, INC.

PEROVED FOR RECORD

THIS IS TO CERTIFY:

FIRST: That the undersigned sole incorporator, M. Cristina Celada, whose post office address is 45 Rockefeller Plaza, New York, New York 10111, being over the age of 18, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, make these Articles with the intention of forming a corporation under said Laws.

SECOND:

attain said purposes.

The name of the Corporation is

CESI MARYLAND, INC.

SECOND: The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Laws of the State of Maryland including, but not limited to, the provision of credit card processing services to merchants, to provide goods and services in connection therewith and to do every other act not inconsistent with law which is appropriate to promote and

The address of the principal office of the Corporation in the State of Maryland is 14700 riticorp Drive, Hagerstown, Maryland 21742.

792 JUN 29 PM 3 07

RECEIVED

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NIE ZI WEAVERI ELERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: The name and address of the Corporation's registered agent in Maryland is CSC - Lawyers Incorporating Service Company, c/o James E. Baker, Esq., 100 Light Street, Sixth Floor, Baltimore, Maryland 21202.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of the par value of \$.01 per share. All such shares shall be of one class and shall be designated Common Stock. The aggregate par value of all of such shares is \$10.00.

FIFTH: The number of directors of the Corporation shall be one and Seymour Flug shall act as such until the first annual meeting of the stockholder of the corporation or until his successor shall be elected and qualify.

IN WITNESS WHEREOF, I have signed these Articles and acknowledge same to be my act this 29th day of June, 1992.

M. Cristina Celada Incorporator

92873.1

3471 60

3431 0887

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON ASSESSMENTS and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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NOTE:

CERTIFIED
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COPY MADE

APPROVED BY:

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

CESI MARYLAND, INC.

APPROVED	AND RECEIVED FOR R	(ECORD B	Y THE S	IATE DE	PARIMENT	F ASSESSMENT	IS AND TAXATION
OF MARYLA	ND JUNE	29,	1992	AT	3:07	O.CFOCK	P • M. AS IN CONFORMIT
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IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

WASHINGTON COUNTY

RETURN TO:
HARBOR CITY RESEARCH
P• C• BOX 604
BALTIMORE

NOV 1 0 1992

MD 21203



TO THE CLERK OF THE COURT OF

005C3060361

A 395781

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



Part ones

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

EXCELLENT HOMES, INC.

A Maryland Close Corporation Organized Pursuant to Title 4 of the Annotated Code of Maryland

#### Articles of Incorporation



FIRST: I, WILLIAM W. McCAFFREY, whose post office address is 6 Cypress Street, Hagerstown, Maryaland 21740, being at least eighteen years (18) of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "CLOSE CORPORATION") is EXCELLENT HOMES, INC.

THIRD: The corporation shall be a CLOSE CORPORATION as authorized by Title 4 of the Corporations and Associations

Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the CLOSE CORPORATION is formed are:

- 1. To own and operate a general sales business; and to engage in any and all activities incidental to said business.
- 2. To do anything permitted by <u>Section 2-103</u> of the <u>Corporations and Associations Article</u> of the <u>Annotated Code</u> of <u>Fit Fand</u>, as amended from time to time.

Oct 28	STATE DEPARTMENT OF ASSESSMENTS ON TAXATION	
	WEAVER, CLERK APPROVED FOR PAYMENT	

21818242 程程。<sup>2684</sup>。 FIFTH: The post office address of the principal office of the CLOSE CORPORATION in this State is 6 Cypress Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the CLOSE CORPORATION in this State are, WILLIAM W. McCAFFREY, 6 Cypress Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the CLOSE CORPORATION has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By Laws of the Corporation. The name of the director, who shall act until any successor is duly chosen or qualified is: WILLIAM W. McCAFFREY.

EIGHTH: No director or officer of the CLOSE CORPORATION shall be liable to the CLOSE CORPORATION, or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was 2421 20013

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of  $\sqrt[3]{arcc}$  , 1992, and I acknowledge the same to be my act.

WITNESS

Christine 4 Pavell

William W. Mc Caffrey WILLIAM W. McCAFFREY Incorporator

310

#### **VERIFICATION:**

I do solemnly declare and affirm under the penalties of perjury that the contents of the aforegoing Articles of Incorporation are true and correct to the best of my knowledge, information and belief.

Date: 4/23/92

William W. McCaffrey
WILLIAM W. McCAFFREY

Incorporator

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

ccy



#### 00046 00311

LERWAS THE CIRCUIT COURT and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

COUNTY DOCUMENT CODE BUSINESS CODE X Stock Nonstock \_\_\_ P.A. \_\_\_ Religious Surviving (Transferor) (Transferee) CODE AMOUNT FEE REMITTED Name Change 10 Expedited Fee (New Name)\_ 20 Organ. & Capitalization 61 Rec. Fee (Arts. of Inc.) 62 Rec. Fee (Amendment) Rec. Fee (Merger or 63 Consolidation) 64 Rec. Fee (Transfer) Change of Name Rec. Fee (Dissolution) Change of Principal Office 66 Rec. Fee (Revival) Change of Resident Agent 52 Foreign Qualification Change of Resident Agent 50 Cert. of Qual. or Reg. Address 51 Foreign Name Registration Resignation of Resident Agent \_ Certified Copy \_\_ 13 Designation of Resident Agent Penalty 56 and Resident Agent's Address 54 For. Supplemental Cert. Other Change\_ 53 Foreign Resolution 73 Certificate of Conveyance 76 Certificate of Merger/Transfer Code 75 Special Fee For. Limited Partnership 83 ATTENTION:\_\_\_ Cert. Limited Partnership 84 Amendment to Limited Partnership L. Wayne Powell Termination of Limited Partnership 85 21 Recordation Tax State Transfer Tax 23 Local Transfer Tax 31 \_\_\_\_ Corp. Good Standing MAIL TO ADDRESS: Powell NA Foreign Corp. Registration 87 Limited Part. Good Standing 71 Financia1 600 Personal youk Road Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. 70 Amend/Cancellation, For. Limited Part. Other Other

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NOTE:

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APPROVED BY:

3433 2012

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF EXCELLENT HOMES, INC.

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OF MARYLAN	D JUNE	29,	1992	AT	9:12	O'CLOCK	A • M. AS IN CONFORMIT
WITH LAW AN	D ORDERED RE	CORDED.					
ORGANIZATION CAPITALIZATION F				RECORI FEE PA			SPECIAL FEE PAID:
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				D3458	1635		

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
L. WAYNE POWELL
POWELL ASSCCIATES, INC.
1207 HOLLYOAK ROAD
ODENTON MD 21113

004C3060193

A 395639



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2425 2005

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTXTE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF REVIVAL

ADDDOUGD FOR RECORD

State area to the extension of the con-	PATINO SERVICES, INC. 6/29/92 at 12:02
	exact name of corporation as it appears on records of the State ent of Assessments and Taxation)
FIRST:	The name of the corporation at the time the charter was forfeited was A TINO SERVICES, INC.
Name of the second $x \leftrightarrow  x  \mid x \mid \cdots \mid x$	•
SECOND:	The name which the corporation will use after revival is
	CATIND SERVICES, INC.  ASSESSMENTS STATE DEPT OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ASSESSMENTS & TATE DEPT OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  ASSESSMENTS & TATE OF PM 12 R  ASSESSMENTS & TATE OF PM 12 R  ASSESSMENTS & TATE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE, MD 2123 ATTACH  ON THE CENTRE OF PM 12 R  BALTIMORE OF PM 12 R
THIRD:	The address of the principal office in this state is
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	BALTIMORE, MD 2123 3
FOURTH:	The name and address of the resident agent is MIKE CATIND  1618 LANCASTER St
	BALTIMORE, MD 2123
	· · · · · · · · · · · · · · · · · · ·
	These Articles of Revival are for the purpose of reviving the charter of poration.
SIXTH:	At or prior to the filing of these Articles of Revival, the corporation

has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

FILED

Oct 28 10 11 AM '92

21818589 21818579 300 1611

CENNIC J. WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the <u>last acting</u> president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Mike Catino

Last Acting President/Vice President

Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director Calino

Director

Director

(2)

7470 0073 7470 1612

# 00046 00315 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### AFFIDAVIT FOR REVIVAL OF A CHARTER

I. NJ. Leme Accountent of (insert name and title) CATINO SERVICES INC (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

(print name beneath signature)

I hereby certify that on

(insert date) 1992 pefore me the

subscriber, a notary public of the State of Maryland, in and for

(insert name

of county for which notary appointed)

personally appeared \_

(insert name

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

the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

(signature of notary public)

My Commission expires 9/11/95.

3430 1613

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY Department of Assessments and Taxation

> 301 West Preston Street Baltimore, Maryland 21201

**CHARTER DIVISION** 

Administrator	15				
DOCUMENT COD	be	)E	COUNT	× 7/	
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55	Rec. Fee (Dissolution)	-	Change of Princips		
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3	Certificate of Conveyance				
6	Certificate of Merger/Transfer				
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3	For. Limited Partnership Cert. Limited Partnership	ATTENTION:			
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5	Termination of Limited Partnershi	ip			
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Other TOTAL FEES

23 31

NA

87

71 600

70 91

> Cash Documents on \_ checks

Local Transfer Tax
Corp. Good Standing 169029

Financial 1990 - 91 - 92 Personal

Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part.

Limited Part. Good Standing

Foreign Corp. Registration

Property Reports and \_ late filing penalties

APPROVED BY:

Other

NOTE:

MAIL TO ADDRESS:

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL CATINO SERVICES, INC.

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

OF MARYLAND JUNE

29, 1992 AT

12:02

O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

30.00

D2871432

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> MAILED NOV 1 U 1992 RETURN TO: NKAMBI JEAN LEMA 301 E. 25TH ST., #1 BALTIMORE

MD 21218

003C3060167 A 395610

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

E430 1610



CORPORATION RECORD

STATE DEPARTMENT OF ASSESSMENTS 00046 00318

AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

06-26-92 at 31/3 ARTICLES OF MERGER EFFECTIVE 06-30-92

RECEIVED

THESE ARTICLES OF MERGER, dated as of the BONTAGO TWO June, 1992, (hereinafter the "Articles"), are entered into by the entities named in Article SECOND hereof (hereinaften Ecology to the "Constituent Entities") pursuant to Section Maryland General Corporation Law.

FIRST: The Constituent Entities have agreed to effect a plan of reorganization and merger (the "Merger") pursuant to and in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and that the terms and conditions of said Merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock, partnership interests or other proprietary interests of each of the Constituent Entities into different stock, partnership interests or other proprietary interests, and the manner of dealing with any issued stock, partnership interests or other proprietary interests of the Constituent Entities not to be so exchanged or converted, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are FAIRVIEW ORCHARDS LANDBESITZ GMBH & CO. VERMOGENSVERWALTUNGS KG, a limited partnership formed under the laws of Germany on October 19, 1979 (and an association taxable as a corporation under the Code) (hereinafter the "Merged Entity"), which registered to do business in the State of Maryland on July 15, 1986, and FAIRVIEW ORCHARDS LANDBESITZ, INC., a Maryland corporation formed under the Maryland General Corporation Law on June 5, 1992 (the "Surviving Corporation").

THIRD: The Surviving Corporation shall be the successor corporation under its present name after consummation of the Merger.

FOURTH: The principal office of Surviving Corporation in the State of Maryland is located in Washington County at 1301 West Washington Street, Hagerstown, Maryland 21740. The name and address of its resident agent in Maryland are: Charles R. Moran, 250 West Pratt Street (16th Floor), Baltimore, Maryland 21201. The principal office of Merged Entity in the State of Maryland is located in Washington County at East Main Street, Hancock, Maryland 21750. The name and address of its resident agent in Maryland are: John Porterfield, East Main Street, Hancock, Maryland 21750.

FIFTH: Prior to consummation of the Merger, Surviving Corporation does not own pany interest in any real estate located in any county of Maryland, the title to which could be affected by the recording of an instrument among the Land Records. The

OCT 28 10 11 AH 92 LENNIC J. WEAVER. CLERK BY:

21788800° 3430 1566

CLERK OF THE CIRCUIT COURT

only county in Maryland in which Merged Entity owns any interest in any real property, the title to which could be affected by the recording of an instrument among the Land Records, is Washington County.

SIXTH: No amendment to the Articles of Incorporation of Surviving Corporation are to be effected as part of the Merger.

SEVENTH: (a) With respect to the Merged Entity:

(i) The percentages of partnership interest of each class of partnership interests of the Merged Entity are as follows:

Class of Partnership Interest

Percentage of Partnership Interest

General Partners Limited Partners 5% 95%

(ii) The class of partners and the respective percentage of partnership interest in each class of the Merged Entity are as follows:

Class of Partnership Interest Percentage of Partnership Interest

General Partners Limited Partners 5% 95%

(b) The authorized capital stock of Surviving Corporation consists of both Ten Million (10,000,000) shares of common stock, each of such shares having a par value of One Cent (\$0.01) (the "Common Stock"). The aggregate par value of all of such shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

EIGHTH: The manner and basis of converting or exchanging the issued stock and partnership interests of each of the Constituent Entities into different stock, partnership interests or other consideration, and the manner of dealing with any issued stock or partnership interests of the Constituent Entities not to be so converted or exchanged on the Effective Date (as hereinafter defined in Article THIRTEENTH) shall be as follows:

- (a) Each share of Common Stock of Surviving Corporation which is outstanding on the Effective Date shall remain outstanding as one (1) share of Common Stock of Surviving Corporation.
- (b) One hundred percent (100%) of the partnership interests of Merged Entity outstanding on the Effective Date

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
shall be converted into shares of Common Stock of the Surviving Corporation at the rate of six thousand (6,000) shares of Common Stock of the Surviving Corporation for each one percent (1%) partnership interest of Merged Entity. Such conversion will take place on the Effective Date without further action on the part of Merged Entity or the partners thereof and upon such conversion the partnership interests in Merged Entity will cease to exist; and Surviving Corporation will issue to the holders of the partnership interests in Merged Entity the shares of Common Stock into which the partnership interests of Merged Entity are to be converted, and certificates evidencing such shares, as of the Effective Date.

NINTH: The terms and conditions of the Merger are as follows:

- (a) The By-Laws of Surviving Corporation as they shall exist on the Effective Date shall be and remain the By-Laws of Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors are duly elected and qualified.
- (c) Upon the Effective Date, all of the rights, privileges, immunities, powers, purposes and franchises of Merged Entity, and all property, real, personal and mixed, and all debts due to Merged Entity on whichever account and all and every other interests of Merged Entity of every nature, kind and description whatsoever shall be vested in Surviving Corporation, and shall thereafter be as effectually the property of Surviving Corporation, and all debts, liabilities, obligations and duties of Merged Entity of every nature, kind and description whatsoever shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by
- Upon consummation of the Merger, the separate (d) existence of Merged Entity will cease.

TENTH: The Board of Directors of Surviving Corporation, as of June 10, 1992, adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advisable by unanimous written consent in accordance with Section 2-408(c) of the Maryland General Corporation Law and directed the submission of these Articles to the stockholders of Surviving Corporation for approval. These Articles were duly submitted to the stockholders of Surviving Corporation and were approved by written consent of such stockholders



CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

accordance with Section 2-505 of the Maryland General Corporation
Law as of June 11, 1992.

ELEVENTH: These Articles were duly advised, authorized and approved as of June 11, 1992 by the affirmative vote and consent of all general and limited partners of Merged Entity, all in the manner and by the vote required by the laws of Germany and by the Limited Partnership Agreement of Merged Entity.

TWELFTH: Anything herein or elsewhere to the contrary notwithstanding, these Articles may be abandoned by the Board of Directors of Surviving Corporation or by the general partners of Merged Entity at any time prior to the Effective Date.

THIRTEENTH: The Merger provided for by these Articles shall become effective and the separate existence of Merged Entity, except insofar as continued by statute, shall cease as of the close of the date (the "Effective Date") which is the later of: (i) the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Merged Entity and Surviving Corporation as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland; or (ii) June 30, 1992.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, Fairview Orchards Landbesitz, Inc. and Fairview Orchards Landbesitz GmbH & Co. Vermogensverwaltungs KG,, the entities parties to the merger, have caused these Articles to be signed in their respective names and on their behalf by their respective authorized representatives and witnessed or attested by their respective authorized representatives as of the 30th day of June 1992.

WITNESS/ATTEST:

. Edgar Ertel,

FAIRVIEW ORCHARDS LANDBESITZ, INC., a Maryland corporation

Gerhard Ruess, President

(SEAL)

9422 9770

FAIRVIEW ORCHARDS LANDBESITZ GMBH & CO. VERMOGENSVERWALTUNGS KG, a German limited partnership

WITNESS/ATTEST:

Name

By: Fairview Orchards Landbesitz Gmbh, its General Partner

Manfred Schöne, Managing Director

THE UNDERSIGNED, President of Fairview Orchards Landbesitz, Inc., a Maryland corporation, who executed on behalf of said Corporation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Merger, to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Gerhard Ruess, President

THE UNDERSIGNED, Manager and Manager of Fairview Orchards Landbesitz Gmbh, general partner of Fairview Orchards Landbesitz Gmbh & Co. Vermogensverwaltungs KG, a German limited partnership, who executed on behalf of said Limited Partnership the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said Limited Partnership the foregoing Articles of Merger, to be the act of said Limited Partnership and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, under the penalties of perjury.

Manfred Schöne, Managing Director

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00046 00324

**CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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65		Rec. Fee (Dissolution	on)		f Principal O	ffice
66		Rec. Fee (Revival)			f Resident Age	
52 50		Foreign Qualification			f Resident Age	ent
51		Cert. of Qual. or Re Foreign Name Regist		Address	ion of Reside	nt Agent
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54		For. Supplemental Co	ert.		ange	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF MERGER

FAIRVIEW ORCHARDS LANDBESITZ GMBH + CO VERMOEGENSVERWALTUNGS KG, A LIMITED PARTNERSHIP (A FC LIMITED PARTNERSHIP)

INTO FAIRVIEW ORCHARDS LANDBESITZ, INC. (A MD CORP.)

SURVIVOR

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

OF MARYLAND JUNE

26, 1992 AT

3:13

O'CLOCK

P. M. AS IN CONFORMITY

(EFFECTIVE DATE: JUNE 30, 1992)

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION EEE PAID:

RECORDING EEE PAID:

SPECIAL FEE PAID:

CERT. OF CONV.-WASHINGTON COUNTY

20.00 4.00

\$24.00 TOTAL D3443850

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: SEMMES, BOWEN & SEMMES 250 WEST PRATT STREET

MD 21201

BALTIMORE

003C3060160

A 395603

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



. CORPORATION RECORD

### . 00046 00326

# CLERK OF THE CIRCUIT COURT ARTICLES OF ART

OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION PANGTECH, INC.

APPROVED FOR RECORD

FIRST: The undersigned, Todd K. Snyder, whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being over eighteen years of age and acting as incorporator, hereby forms a Corporation under the Maryland General Corporation Law.

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

PANGTECH, INC.

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

- (a) To act as the general partner of EEON-Pangborn;
- (b) To develop, manufacture, market, use, sell, lease, loan, distribute and service certain equipment and technology; and
- (c) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

OCT 28 10 11 AH '92

LENNIS J. WEAVER, CLERK

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 380, Payborn Bookvard, Hagerstown, Maryland 21741-0380. The resident agent of the Corporation in this State is Pangborn Corporation, whose post Payborn Bookvard, office address is P.O. Box 380, Hagerstown, Maryland 21741-0380.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Five Hundred (500) 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 Five Hundred Dollars (\$500.00).

SIXTH: The Corporation shall have three (3) directors, which number may be increased or decreased, but to not less than the lesser of three (3) or the number of stockholders, pursuant to the By-Laws of the Corporation, and Edmond R. Reuschling, Robert Klinger, and John Bailey shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

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

7470 479

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.

- (b) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.
- (c) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (d) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.
- (e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a greater proportion of the votes of all classes or of any class of stock of the Corporation, 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) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.
- (g) To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no director or officer of the Corporation shall have any

0.00

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

liability to the Corporation or its stockholders for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

(h) To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other persons, if any, and may by Bylaw, resolution or agreement make further

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the \_\_\_\_\_\_ day of June, 1992, and have acknowledged such Articles to be my act.

WITNESS

Todd K. Snyder, Incorporate

### **STATE OF MARYLAND**

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





# 00046 00332

CLERK OF THE CIRCUIT COURT
DEWASHINGTON OSCIFFICIONS and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or	
CA		Consolidation)	Change of Name
64		Rec. Fee (Transfer)	Change of Name
65		Rec. Fee (Dissolution)	Change of Principal Office
66		Rec. Fee (Revival)	Change of Resident Agent Change of Resident Agent
52		Foreign Qualification	Change of Resident Agent Address
50		Cert. of Qual. or Reg.	Resignation of Resident Agent
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF PANGTECH, INC.

APPROVED AND RE	CEIVED FOR	RECORD B	Y THE STATE	<b>DEPARTMENT</b>	OF	<b>ASSESSMENTS</b>	AND	<b>TAXATION</b>
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OF MARYLAND JUNE

26, 1992 AT

12:00

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3458049

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
VENABLE, BAETJER & HOWARD
ATTN: TODD SNYDER
2 HCPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

003C3060057

A 395520



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLICE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION

00046 00334

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT a.m. WASHINGTON COUNTY

OF

COUNTY PEDDLER, INC.

A MARYLAND CLOSE CORPORATION

T. OF

THIS IS TO CERTIFY:

WHEREAS, Teddy D. Eichelberger did execute Articles of Incorporation for County Peddler, Inc. which were accepted for filing by the Department of Assessments and Taxation on May 19, 1992 and the Articles incorrectly referred to this name as County Peddler, Inc. rather than the correct name, Village Country Peddler, Ltd. and

WHEREAS, the organizational meeting of the corporation has not yet occurred and pursuant to Section 2-603 of the Corporation Article, the incorporator wishes to amend the articles to reflect the correct name.

That Teddy D. Eichelberger of 339 N. Cannon Avenue, Hagerstown, Maryland 21740, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, does, under and by virtue of the law of the State of Maryland authorizing the formation of corporations, state his intention of forming a corporation by the execution, acknowledgment and filing of these amended Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Village Country Peddler, Ltd.

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

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

- To operate a retail business for the sale of gift and decorating items.
  - To organize and promote craft shows and exhibits.
- 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.

OCT 28 10 11 AH '92

LENNIS J. WEAVER, GLERK

BY:

3430-4009 21708086430 0212

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

D. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contract, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in imitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporations formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in this State is 405 W. Franklin Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Teddy D. Eichelberger whose address is 405 W. Franklin Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is 100,000 having a par value of one dollar (\$1.00 each) for an aggregate par value of \$100,000.00.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective there shall be two directors who are E. Darlene Strock and Teddy Eichelberger.

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

A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in

**7430 1830** 3430 0213

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Teddy D. Eichelberger, have signed these Amended Articles of Incorporation this 4 day of May, 1992.

Teddy Lean Eichelberg (SEAL)

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

I HEREBY CERTIFY that on this 4 day of May, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Teddy D. Eichelberger and acknowledged the aforegoing Amended Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 3/1/94

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

Documents on \_\_\_

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### 00046 00337

CDERK OF THE GIRCUI COURTS and Taxation WASHINGTON COURTS AND TOWNS AND TOWNS AND TAXATION CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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1		Rec. Fee (Arts. of Inc.)			•	
2	20	Rec. Fee (Amendment)				
3		Rec. Fee (Merger or				
4		Consolidation) Rec. Fee (Transfer)	./	Ohanna a	£ Name	
5		Rec. Fee (Transfer)		Change o	of Principal Office	
6		Rec. Fee (Revival)			of Resident Agent	3
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3		Foreign Resolution				
3		Certificate of Conveyance				
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4		Amendment to Limited Partnership				
5		Termination of Limited Partnership				
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00046 00338

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION OF COUNTY PEDDLER, INC. CHANGING ITS NAME TO: VILLAGE COUNTRY PEDDLER, LTD.

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

OF MARYLAND JUNE

26, 1992 AT

11:15

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

D3433943

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
URNER, NAIRN, BARTON & WILLIAMS
ATTN: WILLIAM P. NAIRN, ESQ.
207 SOUTH POTOMAC ST.
HAGERSTOWN MD 21740

002C3062866

A 395426

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.





CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CERTIFICATE OF X MERGER
TRANSFER .
CONSOLIDATION
SHARE EXCHANGE
TO: X Clerk of the Circuit Court for WASHINGTON COUNTY
Assessments and Taxation Office of State Department of
The State Department of Assessments and Taxation of Assessments and
Taxation does hereby certify that Articles of MERGER
have been filed in this office on JUNE 26, 1992 AT 3:13 P.M.  (EFFECTIVE DATE: JUNE 30, 1992)
1) The name of each party to the Articles is
FAIRVIEW ORCHARDS LANDBESITZ GMBH + CO. VERMOEGEMSVERWALTUNGS KG. A
LIMITED PARTNERSHIP (A FC LIMITED PARTNERSHIP) INTO FAIRVIEW ORCHARDS
LANDBESITZ, INC. (MD CORP.) -SURVIVOR
2) The name of the successor and the location of its principal office
in this State or if it has none, its principal place of business is
FAIRVIEW ORCHARDS LANDBESITZ, INC.
1301 W. WASHINGTON STREET
HAGERSTOWN, MD. 21740

As Witness my hand and the Official seal of the said Department at Baltimore this 14TH day of JULY 1992.

FILED

NANCY GRUENINGER ADMINISTRATIVE OFFICER

OCT 28 10 11 AH '92

LENNIC J. WEAVER, CLERK

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CORPORATION RECORD 00046 00340 STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION

CLERK OF THE CIRCUIT COURT APPROVED FOR PAYMENT

WASHINGTON COUNTY

ARTICLES OF SALE AND TRANSFER

WEAVER'S RESTAURANT TINC

ARTICLES OF SALE AND TRANSFER entered into this 19th day of August, 1992, by and between Weaver's Restaurant, Inc., a Maryland corporation (hereinafter referred to as the "Transferor"), and Roy R. Pittman, Inc., a Maryland corporation (hereinafter referred to as the "Transferee").

#### THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee are Roy R. Pittman, Inc., 77 West Main Street, Hancock, Maryland 21750.

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

Transferor is Weaver's Restaurant, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Roy R. Pittman, Inc., a corporation orgainized under the general laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby the transferred to it as set forth in Article NINTH herein is One Hundred Seventy Thousand Dollars (\$170,000.00) to be paid

Nov 12 12 35 PH 32

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E ENDIS L. WEAVERL CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

contemporaneously with the execution of these Articles by payment of One Hundred Thirty Seven Thousand Dollars (\$137,000.00) in cash or cashier's check, and by delivery to Transferor of a promissory note in the face amount of Thirty Three Thousand Dollars (\$33,000.00) in form and containing terms satisfactory to Transferor.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County. However, no real property is being transferred under these Articles.

SIXTH: The location of the principal office of
Transferee in the State of Maryland is in Hancock, Washington
County, Maryland. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

BIGHTH: Transferee is a Close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, which has elected to have no Board of Directors. A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

NINTH: In consideration of the payment to Transferor of One Hundred Seventy Thousand Dollars (\$170,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

inventory (Schedule A attached) \$ 25,000.00 equipment (Schedule B attached) \$ 100,000.00 leasehold improvements (Schedule C attached) \$ 45,000.00 \$ 170,000.00

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Weaver's Restaurant, Inc., and Roy R. Pittman, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 19th day of August, 1992.

TRANSFEROR:

ATTEST:

ATTEST:

1 aula: X. // (in)

WEAVER'S RESTAURANT, INC.

Phillip G. Moon, President

TRANSFEREE:

ROY R. PITTMAN, INC.

Roy R. Pittman, President

3444 0616

Secretary

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, President of Weaver's Restaurant, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Phillip G. Moon, President

THE UNDERSIGNED, President of Roy R. Pittman, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect tot he approval thereof are true in all material respects, under the penalties of perjury.

Roy R. Pittman, President

# . 00046 00345

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### Schedule A

#### INVENTORY

All inventory on the premises of Weaver's Restaurant, 77 West Main Street, Hancock, Maryland, on August 1, 1992.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### Schedule B

#### EQUIPMENT

All equipment and machinery on the premises of Weaver's

Restaurant, 77 West Main Street, Hancock, Maryland, on August 1, 1992,
including, but not limited to, the following:

Air conditioner Electrolux vacuum New coil walls-in Salad bar Condensing unit Cash register Steam table Water softener Dishwasher Refridgerator Microwave ovens Warmer Hot unit New tank with elements Furniture and fixtures Copier Typewriter Computer Truck

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### Schedule C

#### LEASEHOLD IMPROVEMENTS

All leasehold improvements to the premises of Weaver's Restaurant, 77 West Main Street, Hancock, Maryland, as of August 1, 1992, including, but not limited to, the following:

New roof
Carpet
New toilets
Kitchen remodeling
Structural improvements
Additional leasehold improvements made by previous tenant

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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10		Fundikad Far		Change
20		Expedited Fee	(New I	Name)
61		Organ. & Capitalization Rec. Fee (Arts. of Inc.)		
62		Rec. Fee (Amendment)	-	
63		Rec. Fee (Merger or		
		Consolidation)		
64	20	Rec. Fee (Transfer)		Change of Name
65		Rec. Fee (Dissolution)	_	Change of Principal Office
66		Rec. Fee (Revival)	-	Change of Resident Agent
52		Foreign Qualification		Change of Resident Agent
50		Cert. of Qual. or Reg.	_	Address
51		Foreign Name Registration	_	Resignation of Resident Agent
13	14	Certified Copy	2	Designation of Resident Agent
56		Penalty /		and Resident Agent's Address
54		For. Supplemental Cert.	******	Other Change
53		Foreign Resolution		
73	1	Certificate of Conveyance		
76		Certificate of Merger/Tran	sfer	
7.5				Code
75		Special Fee		
80		For. Limited Partnership		
83		Cert. Limited Partnership		ATTENTION:
84 85		Amendment to Limited Partn		Scott L. Schubel
21		Termination of Limited Par Recordation Tax	tnersnip	2.0010061
22		State Transfer Tax		
23		Local Transfer Tax		
31		Corp. Good Standin	C	
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		late filing penalties		
70		Change of P.O., R.A. or R.		Hagerstown, MD 21740-4769
91		Amend/Cancellation, For. L	imited Part.	
		Other		
		Other		
TOTAL	4.1			
TOTAL	34	8		
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		/ Check	Cash	NOTE: COPYMAN

APPROVED BY:

Documents on \_

checks

2444 DE41

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF TRANSFER WEAVER'S RESTAURANT, INC. (A MD CORP.) AND ROY R. PITTMAN, INC. (A MD CORP.)

TRANSFEROR

TRANSFEREE

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

OF MARYLAND AUGUST

26, 1992 AT

8:18 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

	OR	GA	NI	ZAT	104	A	ND	
A	PIT	ΔI	174	TIC	N F	FF	PA	ID.

SPECIAL FEE PAID:

20.00

D3470853

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993.

RETURN TO: WACHS, BOONE & SCHUBEL SCOTT L. SCHUBEL 138 W. WASHINGTON STREET HAGERSTOWN MD 21740 4769

043C3062586

A 400403

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3444 0632



CORPORATION RECORD . STATE DEPARTMENT OF ASSESSMENTS ' AND TAXATION

APPROVED FOR RECORD 08-11-95 at 8:32 .m.

### 00046 00350

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
PARAMOUNT OPTICAL, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 7th day of May, 1992.

THIS IS TO CERTIFY:

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

The name, post office address and principal place of business of the Transferee are: John Weible, 1711 Potomac Avenue, Box 1933, Hagerstown, Maryland 21740.

THIRD: The name and state of the Transferor, the corporation party to these Articles of Sale and Transfer is as follows:

Paramount Optical, Inc., a corporation organized under the laws of the State of Maryland, the principal address of which is 1711 Potomac Avenue, Box 1933, Hagerstown, Maryland 21740. It was incorporated on June 16, 1986.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it, as set forth in Article EIGHTH herein, is Eighty Thousand Dollars (\$80,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as the "Agreement") between the Transferee and Transferor dated as May 7, 1992.

FIFTH: The principal office of Transferor is in the County of Washington, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County.

SIXTH: The location of the residence and principal office of Transferee in the State of Maryland is Washington County.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous writted informal action setting forth approval of Nov 12 12 these of Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such LENNIC 1. WEARTH TIRKS written informal action is filed with the minutes of the BY: \_\_\_

<del>2</del>237812C

CLERK OF THE CURCUIT COURT WASHINGTON COUNTY unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Eighty Thousand Dollars (\$80,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, his successors and assigns, those assets listed on Schedules I and II, attached hereto and incorporated herein by reference, together with goodwill and a restrictive covenant. The Transferor owns no real property, and no interest in real property is being transferred.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a resident of the State of Maryland, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, PARAMOUNT OPTICAL, INC. and JOHN WEIBLE, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged by JOHN WEIBLE in his own name and on his own behalf and by PARAMOUNT OPTICAL, INC. in the name and on behalf of the corporation by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 7th day of May, 1992.

ATTEST:

Assistant/Secretary

PARAMOUNT OPTICAL, INC., Transferor

Janet Danziger, President

JOHN WEIBLE, Transferee

John Walle

THE UNDERSIGNED, President of PARAMOUNT OPTICAL, INC. executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Janet C. Danziger, President

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

· STATE OF MARYLAND)

) TO WIT:

COUNTY OF WASHINGTON)

IN WITNESS WHEREOF, I hereinto set my hand and official seal.

Notary Public

My Commission Expires:

PAMELA S. SHEADER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 20, 1995

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### SCHEDULE I

### EQUIPMENT AND FURNISHINGS

38	Optical pliers, screwdrivers, extractors, tap and
	handles
1	Salt pan(Frame heater)
1	Ceramic Hand Stone
100	Job trays
1	Soldering unit
2	Fitting Desks
1	Lens groover
1	Power drill and accessories
1	Contact lens adjusting machine
1	Heat tempering machine
1	Layout marker(blocker)
1	A.I.T. edger
1	Essilor edger
1	Action dye unit
1	B.P.I. dye unit
8	Lens holders
1	Action gradient arm
1	Cash register
1	Calculator
2	3 drawer file cabinets
1	9 drawer file cabinet
1	Kerotometer(B & L)
1	Marco slit lamp
1	AO phoropter
1	AO projector
i	AP chair & stand
2	Stools
2	Fitting table chairs
7	Waiting room chairs
6	Wall mount frame displays
3	Standing frame displays
3	Fitting table mirrors
1	Oak hutch base
2	Magazine racks
2	Telephones .
1	Answering machine
1	Parts cabinet
1	27 drawer stock lens cabinet
1	Drop ball tester
1	Dehumidifier
1	Cabinet base
4	Waste cans
	Garbage can
1	bar bage can

### 0.0046 00354

# CLERK OF THE CIRCUIT COURT WAS BEGINDON LOOPH TAY

#### INVENTORY

2 dozen	Temple covers
38 pair	Non-prescription sunglasses
610	Spectacle frames
590	Spectacle cases
225 pair	Stock lenses
30 pair	Instant sunglasses
30 pair	Flip-up sunglasses
40	Spray cleaners
6	Glass wicks
12	Tanning glasses
	Cords
30	
10	Metal chains
18	Magnifiers
27	Screwdrivers
2	Wind shields
10	Floats
7	Luminex clothes
2	Temple cover replacement and kits
dia.	Assorted pads, screws, nuts, and repair parts

### CONTACT LENSES AND SUPPLIES

6		Contact lenses
1		Gas permeable lens fitting kit
4		Hard lens cleaners
2	dozen	Soft starter kits
1	dozen	Heat units
6		24-pack enzyme packs
1	dozen	Rewetting drops

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director



URT

# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

PAUL B. ANDERSON Administrator	In 11	
DOCUMENT CODE	12 BUSINESS CO	DE COUNTY
#	P.A Religio	us Close Stock Nonstock
Merging (Transferor) _ Paramou	nt Optical, Inc.	Surviving- (Transferee)  Cohn Weible  (individual)
CODE AMOUNT  10 20 61 62 63  64 65 66 52 50 51 13 56 54 53 73	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	Name Change (New Name)  Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnershi Termination of Limited Partners Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Star Financial Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other	MAIL TO ADDRESS:  Urner, Nairn, Barton + William  207 South Potomac Street  Hagerstown, MD 21940

TOTAL 24
FEES

Check

\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY:

NOTE: Copymade

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF TRANSFER OF PARAMOUNT OPTICAL, INC. (A MD CORP.) AND

TRANSFEROR

JOHN WEIBLE

(AN INDIVIDUAL)

TRANSFEREE

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

OF MARYLAND AUGUST

11, 1992 AT

8:32

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

D2151991

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: URNER, NAIRN, BARTON & WILLIAMS WILLIAM S. BARTON 207 S. POTCMAC STREET HAGERSTOWN MD 21740

043C3062553

A 400373

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 골렉션적 인적임1



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

J. F. WEBBER CONSTRUCTION, /INC., ARTICLES OF AMENDMENT

J. F. Webber Construction, Inc., a Maryland Corporation, having its principal office at 28 Emerald Drive, Hagerstown, Maryland 21742, hereby certifies to the State Department of Assessments and Taxation of Maryland that the hereinafter amendment to Articles of Incorporation was unanimously advised by the Board of Directors and unanimously approved by all of the Stockholders of the Corporation and represents as follows:

The Articles of Incorporation of the Corporation is hereby amended by striking in their entirety Article Second and Third and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is MOUNTAIN VIEW SPORTS,

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

- (1) To engage in the selling and operation of a sporting goods store, including the sale of hunting, fishing and all other sporting goods, and to engage in any other lawful purpose and/or business.
- To do anything permitted by Section 2-103 of (2) the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

IN WITNESS WHEREOF, J. F. Webber Construction, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereinunder affixed and attested by its Secretary on this 2/ day of August, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of J. F. Webber Construction, Inc., and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true and in all material respects to the best of his knowledge, information and belief.

ATTEST:

CENTROL WEADER SEER!

J. F. WEBBER CONSTRUCTION, INC.

President - 92 AM 8 31 = - 7.7.7 E

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

P.5.



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

CODE   AMOUNT   FEE REMITTED   Name Change   Change of Name   Change of Resident Agent   Resignation of Resident Agent   Resignation of Resident Agent   Address   Certificate of Conveyance   Code   Certificate of Conveyance		ENT CODE _	BUSINESS COD	E	COUNTY 7/	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF J. F. WEBBER CONSTRUCTION, INC. CHANGING ITS NAME TO: MOUNTAIN VIEW SPORTS, INC.

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

OF MARYLAND AUGUST 25, 1992 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

D3098621

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: G. CLAIR BAKER, JR., ESQUIRE ROOM 216, 138 W. WASHINGTON ST. HAGERSTOWN MD 21740

04203062459

A 400281

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3443 2769



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF REVIVAL 08/13/92 at .

APPROVED FOR PAYMENT 11'16 a ..

FOR

WHITE OAKS ESTATE HEALTH AND RECONDITIONING CENTER, INC.

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

was White Oaks Estate Health and Reconditioning Center, Inc.

The name which the corporation will use after revival is White

Oaks Estate Health and Reconditioning Center, Inc.

The address of the principal office in this state is 47 North Potomac Street, Hagerstown, MD 21740 THURD:

The name and address of the resident agent is Kenneth W. Graber, 47 North Potomac Street, Hagerstown, MD 21740 FOURTH:

These Articles of Revival are for the purpose of reviving the FIFTH:

charter of the corporation.

At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all STXTH: annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local

taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by

limitations.

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

245 Last Acting President/Vice President

STATE JEPT. OF

Leona Pachuli [ ] I Asting Secretary/Treasurer

Leona P. ATHORY RECEIVED

Nov 12 12 35 PH '92

2443 1289

CENNIC E. WEAVER, CLERK

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Elvan W. Atherly, President of White Oaks Estate Health and Reconditioning Center, Inc. hereby declare that the previously mentioned corporation has paid all state and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Elvan W. Atherly

I hereby certify that on (date) August 6, 1992 before me the subscriber, a notary public of the State of Maryland, in and for (county notary is appointed) Mashington County personally appeared (name of person swearing) Cluan M Athuly and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand an notarial seal

(Signature of Notary) MA notary)

My commission expires Lec 1, 1993

3443 1290

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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		Consolidation)			
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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF REVIVAL

OF
WHITE DAKS ESTATE HEALTH AND RECONDITIONING
CENTER, INC.

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

OF MARYLAND AUGUST

13, 1992 AT

11:15 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

10.00

D0904987

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
WHITE CAK ESTATE HEALTH
47 N• POTOMAC STREET
HAGERSTOWN MD 21740

04103062213

A 400066

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3443 1288



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

#### KELLER-STONEBRAKER INSURANCE, INC.

Articles of Amendment

Keller-Stonebraker Insurance, Inc., a Maryland

Corporation, having its principal office at 1120 Professional

Court, P.O. Box 609, Hagerstown, Maryland 21740 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation, as amended, is hereby amended by striking Article SECOND of the Charter, and by substituting in lieu thereof the following:

SECOND: Notwithstanding any provision of law to the contrary, the affirmative vote of two-thirds (2/3) of the shares entitled to be voted shall be necessary to approve or authorize any action or any matter for which shareholder approval is required. The Corporation's previous election to be a close corporation as authorized by Title IV of the Corporation and Association Article of the Annotated Code of Maryland is hereby withdrawn and deleted.

SECOND: The Charter of the Corporation, as amended, is hereby amended by striking Article FOURTH of the Charter, and by substituting in lieu thereof the following:

C HUG 5 AM 8 S1

FOURTH: The current post office address of the principal office of the Corporation in this State is 1120 Professional Court, P.O. Box 609, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are John L. Schnebly, 1120 Professional Court, P.O. Box 609, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing Fine this State.

Nov 12 12 35 PH '92

LENNIC J. WEAVER, CLERK

BY: \_\_\_

3443 1274

22188217

## CLERM OF THE CIRCUIT COURT WASHINGTON COUNTY

THIRD: The Charter of the Corporation, as amended, is hereby amended by striking Article FIFTH of the Charter, and by substituting in lieu thereof the following:

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

by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Keller-Stonebraker Insurance, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 290 day of July, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Keller-Stonebraker Insurance, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Karen A. Spessard, Secretary

John L. Schnebly, President? 12

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this and day of July, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared John L. Schnebly, President, who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 6-1-96

Cathy M. Dixon

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation

CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF KELLER-STONEBRAKER INSURANCE, INC.

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

OF MARYLAND AUGUST

5, 1992 AT

8:31 O'CLOCK

A . M. AS IN CONEORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID.

20.00

SPECIAL FEE PAID:

D0127456

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

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

04103062209

A 400064

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3443 1271



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

## ARTICLES OF INCORPORATION FRANK'S CARPET, INC.

FIRST: The undersigned Maria A. Rodriguez and Frank Rodriguez, whose mutual address is 1302 Peachtree Court, Frederick, MD, 21702; both being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Frank's Carpet, Inc.

THIRD: The purposes for which the Corporation is authorized is to conduct the sale of carpets and related products, and to otherwise carry on lawful business in the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation is 7738 Boonsboro Pike, Boonsboro, MD, 21713. The name and address of the registered agent of the Corporation is Frank Rodriguez, whose address is 1302 Peachtree Court, Frederick, MD 21702.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of par value  $\frac{1000}{1000}$  all of one class, and having an aggregate value of  $\frac{1000}{1000}$ .

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

Maria A Rodriguez

22338180

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: (To be determined).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on <u>August 19.1992</u> (date), and severally acknowledge the same to be our act.

Maria A. Rodriguez

Witness

Witness

Frank Rodriguez

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION HOV

NOV 12 12 35 PH '92

LENNIS S. WEAVER, CLERK

M/2021 3443 0210

APPROVED FOR PAYMENT (EN)

V

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation

CHARTER DIVISION Room 809

301 West Preston Street Baltimore, Maryland 21201

DOCUME	NT CODE _	DJ39 BUSINESS C	CODE	3	COUNTY	7/
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF FRANK'S CARPET, INC.

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

OF MARYLAND AUGUST

20, 1992 AT

8:47 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3488822

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
JUAN F. RODRIGUEZ
1302 PEACHTREE COURT
FREDERICK

MD 21702

ASSESSMENT OF STITS

04003061978

**A** 399865

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3443 0209

### 0.0046 00372

CLERK OF THE CIRCUIT COURT

#### AMENDED ARTICLES OF INCORPORATION

OF

BEVANS, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

THIS IS TO CERTIFY:

FIRST: I, Gorman E. Getty, III, whose post office address is 23 Washington Street, Post Office Box 1485, Cumberland, Maryland 21501-1485, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

BEVANS, INC.

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

- (1) To buy and sell merchandise, goods and novelties at retail and wholesale; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 11834 Peacock Trail, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Earl M. Bevans, 11834 Peacock Trail, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

HOV 12 12 35 PH '92 LENNIC J. WEAVER, CLERK

222783851 1643

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

**FIFTH:** The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting, or until his successors are duly chosen and qualified, is Earl M. Bevans.

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

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

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

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

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

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific cause by (i) an affirmative vote by a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were no parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 13 day of August, 1992, and I acknowledge the same to be my act.

WITNESS:

Vickie a Shockey

4

GORMAN E. GETTY, III

3441 1646

(SEAL)

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND,

**ALLEGANY COUNTY, TO-WIT:** 

I HEREBY CERTIFY, That on this 3 day of 11, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GORMAN E. GETTY, III, and he acknowledged the within and aforegoing Amended Articles of Incorporation to be his act and deed.

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

Vicke a Skockey NOTARY PUBLICE

My Commission Expires:

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

BAS



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION OF BEVANS, INC.

APPROVED AND RECEIVED FOR	RECORD BY TH	E STATE DEPARTMENT	OF ASSESSMENTS	AND TAXATION

OF MARYLAND AUGUST

14, 1992 AT 9:01 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

D3444304

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAJLED JAN 22 1973

RETURN TO: GORMAN E. GETTY, III 23 WASHINGTON ST. P.C. BOX 1485 CUMBERLAND

MD 21501 1485

036C3051668 A 399574

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3441 1642



#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLES OF AMENDMENT

OF

U.S.A. CARTAGE, INC.

U.S.A. Cartage, Inc., a Maryland corporation having its principal office in Washington County, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out ARTICLE THIRD in its entirety and inserting in lieu thereof the following:

THIRD: The purposes for which the Corporation is formed are: To own, operate, and maintain trucking lines for use in the transportation of freight; to rent, buy, lease or otherwise acquire equipment and supplies as necessary for the transportation, loading, unloading or storage of such freight; and to engage in any other lawful purpose or act.

SECOND: The charter of the Corporation is hereby further amended by striking out ARTICLE FOURTH in its entirety and inserting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 14240 Pennsylvania Avenue, Hagerstown, Maryland 21742. The post office address of the Resident Agent in this State is 14240 Pennsylvania Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

THIRD: That these actions have been duly authorized by the Board of Directors of the Corporation in resolutions adopted by it pursuant to the powers invested in that body by virtue of the Laws of the State of Maryland, which

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

8-14-92 at 8:434

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CLERK OF THE CHRCUIT COURT
WASHINGTON COUNTY
resolutions were unanimously adopted by a Unanimous Action
of the Board of Directors on August 10, 1992.

FOURTH: That a Unanimous Action of the Shareholders of the Corporation was signed on August 10, 1992, and all shares of stock issued and outstanding were voted in favor of the aforegoing amendment to the charter of the Corporation.

IN WITNESS WHEREOF: U.S.A. Cartage, Inc., has caused these presents to be signed by its President and attested by its Secretary on this 10th day of August, 1992.

ATTEST:

U.S.A. Cartage, Inc.

TOBIAS JORDAN, Secretary

RALPH RICHMOND, President

I, RALPH RICHMOND, President, hereby acknowledge on behalf of U.S.A. Cartage, Inc. that the foregoing Articles of Amendment are the corporate act of said Corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

U.S.A. Cartage, Inc.

Bu.

RALPH RICHMOND, President

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.5.



OURT

Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

B441 2150

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF U-S-A- CARTAGE, INC.

APPROVED AND RECEIV	ED FOR	RECORD BY	THE STATE	DEPARTMENT	OF	<b>ASSESSMENTS</b>	AND	<b>TAXATION</b>
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OF MARYLAND AUGUST

14, 1992 AT 8:43 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20-00

D2107555

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: SIMMEL, WEIMAN, ERSEK & GLOMBERG, P.A.
4 PROFESSIONAL DRIVE, STE 145 GAITHERSBURG MD 20879

03503061567

A 399486

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2441 2147



STATE DEPARTMENT OF ASSESSMENTS
CORPORATION RECORD AND TAXATION

00046 00383

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

8811419 at 9:32 9.m. WASHINGTON ALLEGANY FIRE PROTECTION, INC.

#### ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

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

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To manufacture, market, sell, distribute, install, design, repair and maintain residential, commercial and industrial sprinkler systems and fire protection systems and products; and to perform all necessary and proper related services and activities in connection therewith.
- (2) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- (5) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments theretogher eafter made

Nov 12 12 36 PM '92 22308223

LENNIS J. WEAVER, CLERK

BY: \_\_

3441 2511

CLERK OF THE CIRCUIT COURT

(and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 16781 Taylors Landing Road, Sharpsburg, Maryland 21782. The name and post office address of the resident agent of the Corporation in Maryland are Timothy A. Andrews, 16781 Taylors Landing Road, Sharpsburg, Maryland 21782. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

Timothy A. Andrews Michael Fotta

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.
- (b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the unanimous vote of every stockholder of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of

CLERK OF THE CHRCUIT COURT
WASHINGTON COUNTY
liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 13th day of august , A.D., 1992.

Witness:

Pinda L. Punt

Meyers

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

B441 2515

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

ALLEGANY FIRE PROTECTION, INC.

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

OF MARYLAND AUGUST

14, 1992 AT

3:32 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID:

FEE PAI

20.00

D3486123

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

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

HAGERSTOWN

MD 21741 1267

035C3061466

A 399413

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

B441 2510



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

00046 00389

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT 8-10-92 at 8:32a.m.

#### ARTICLES OF INCORPORATION

PRO-FABRICATORS, INC.

FIRST: I, Terry R. Roane, whose post office address is 13201 Sleepy Creek, Smithsburg, Maryland 21783 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is PRO-FABRICATORS, INC.

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

- To operate a metal fabricating facility; and (1)to engage in any other lawful purpose and/or business.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 13201 Sleepy Creek, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Terry R. Roane, 13201 Sleepy Creek, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State. in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, with a par value of Ten (\$10.00) 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), except that

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and have qualified are: Terry R. Roane.

Nov 12 12 36 PM 32

1 ENNIC - MEAVER, CLERK

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

(2) The Corporation shall indemnify and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of June, 1992, and I acknowledge the same to be my act.

WITNESS:

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

I HEREBY CERTIFY, That on this day of June, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Terry R. Roane and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

Roane

My Commission Expires: 5/1/9(

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

TAME DESE

DOCUMI	ENT CODE _	02	BUSINESS CO	ODE	03	COUN	TY _7/			
#		P./	A Religio	ous	Close	Stock	Nonstock			
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						_				
CODE	AMOUNT	FEE REMITTED			,		-			
10 20 61	20	Expedited Fee Organ. & Capital Rec. Fee (Arts.	of Inc.)	Name C (New N						
62 63		Rec. Fee (Amendment Rec. Fee (Merger Consolidation) Rec. Fee (Transf	or		Change	e of Name				
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53 73	A Parameter Service	Foreign Resoluti Certificate of C	on		German de la companya					
76		Certificate of M	erger/Transfer							
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TOTAL	40				Mager	21741	), md. -1269			
		Check	Cas	sh	NOTE:					
		uments on	checks							
	APPROVED	BY: /				-1	date project			

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF PRO-FABRICATORS, INC.

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

OF MARYLAND AUGUST 10, 1992 AT

8:32 O'CLOCK

A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3482791

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: MILLER, OLIVER, BEACHLEY & STONE ATTORNEYS AT LAW 28 WEST WASHINGTON STREET P.O. BOX 1269 MD 21741 1269 HAGERSTOWN

031C3060932

A 398901



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY TO THE CORPORATION (17) THE

ARTICLES OF INCORPORATION

MANNY'S ORIENTAL RUG & GALLERY INC.

8-3-92 ai 9-200

THIS IS TO CERTIFY:

That the subscriber, Lawrence L. Bell, 11921 Rockville FIRST: Pike, Suite 300, Rockville, Maryland 20852, an adult over eighteen (18) years of age, hereby does declare the intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter referred to as the "Corporation") is: Manny's Oriental Rug & Gallery, Inc.

The purpose or purposes for which the Corporation is THIRD: organized are:

- (a) To engage in the business of retail and wholesale rugs and floor coverings and to engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article (the "Corporations Article") of the Annotated Code of Maryland.
- To engage in any business, allied or kindred or associated (b) with any of the principal objects of the Corporation.
- To acquire, by purchase, lease or otherwise, own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of, real property or any interest or right therein, wherever situated, within or without the State of Maryland.
- To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.
- (e) To adopt, apply for, obtain, register, purchase, lease, or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign, or otherwise dispose of, or in any manner deal with and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and improvements, processes, recipes, formulas, and the copyrights, and improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto. FILED
- To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person,

TENNIC LI HEAVER, CLERK

221685822495

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

firm, association, or corporation; to pay for the same in cash, the stock of the Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient to and about the conduct and management of such business.

- (g) To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other such evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to the same extent as a natural person might or could do.
- (h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.
- (i) To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation at this time owned or thereafter acquired.
- (j) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property without limit as to amount.
- (k) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.
- (1) To purchase, hold and reissue any of the shares of its capital stock pursuant to the provisions of the general laws of the State of Maryland.
- (m) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contract and to do any acts and things, and to

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
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.

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

FOURTH: The Post Office address at which the principal office of the Corporation in the State of Maryland shall be located is 72 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is The Corporate Services Company, a Maryland corporation, with its principal place of business located at 11840 Beekman Place, Potomac, Maryland 20854.

The total amount of the authorized capital stock of the Corporation is five thousand (5,000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) each, amounting in the aggregate to Five Thousand and No/100 Dollars (\$5,000.00).

SIXTH: The Corporation shall have at least three (3) directors at all times, provided that:

- If there is no capital stock outstanding the number of directors may be less than three (3) but not less than one (1); or
- (b) If there is capital stock outstanding, the number of directors may be increased or decreased pursuant to the bylaws of the corporation, but shall not be less than three (3) unless all of the capital stock is owned by less than three (3) shareholders, in which case the number of directors shall not be less than the number of such shareholders.

The number of initial directors is one (1), and the following is the name of the initial director, who shall act until the first annual meeting and until his successor is duly elected and qualified or until his earlier resignation, removal from office, or death:

#### Mansoor Emral-Shaool

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation SEVENTH: (the "Board of Directors") is expressly authorized as follows:

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (a) The Board of Directors hereby is authorized to create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust arrangements, negotiable or transferable instruments and evidences of indebtedness of all kinds, secured by mortgage or otherwise; and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.
- (b) In the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about the Corporation's business or affairs, and without limit as to amount, the Board of Directors hereby is authorized to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.
- (c) The Board of Directors hereby is authorized to determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors, except those powers expressly prohibited from being delegated by law, to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit, from time to time to determine, except as provided by statute, whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of shareholders; and no shareholders shall have any right to inspect any account book or document of the Corporation except as conferred by statute, unless authorized by the resolution of the directors; to designate in accordance with the Bylaws two (2) or more of its number to constitute an Executive Committee, which Committee shall, for the time submitted, have and exercise any or all of the powers of the Board of Directors, except those powers expressly reserved to the Board of Directors by law, in the management of the business and affairs of the Corporation, and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (d) The Board of Directors hereby is empowered to authorize the issuance from time to time of shares of its stock, with or without par value, 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 Bylaws of the Corporation.
- 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 a 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 affected thereby or invalidated, provided that the fact of the common directorship or interest shall be disclosed or shall have been known either (i) to the Board of Directors or a committee thereof and the Board of Directors or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or (ii) to the shareholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the shareholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or the contract or transaction is fair and reasonable to the corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association, 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 which shall authorize any such contract transaction, and may vote thereat to authorize any such contract or transaction. Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the shareholders having voting powers at any annual meeting, or at any special meeting called for such purposes, so far as permitted by law, shall be as valid and as binding as though ratified by every shareholder of the Corporation.
- (f) 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 redeem shares of the stock of the Corporation subject to any limitations or restrictions herein set forth or imposed by law; 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 shareholders, 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

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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.

- (g) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering 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, without a vote of shareholders to take the following action: (i) to declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes; (ii) to exercise, without a vote of shareholders, 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: To the maximum extent Maryland law in effect from time to time permits the liability of directors and officers to be limited or eliminated, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any provision of the Corporation's Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: (a) To the maximum extent permitted by the laws of the State of Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was a director or officer of the Corporation or of a predecessor of the Corporation, or (ii) is or was a director or officer of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, shall be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including,

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

but not limited to attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).

- To the maximum extent permitted by the laws of the State of (b) Maryland in effect from time to time, and subject to compliance with any procedures and other requirements prescribed by said laws, any person who is or is threatened to be made a party to any pending or completed action, suit or proceeding, threatened, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was an employee or agent of the Corporation or of a predecessor of the Corporation, or (ii) is or was an employee or agent of the Corporation or of a predecessor of the Corporation and is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or other employee benefit plan, may (but need not) be indemnified by the Corporation against judgments, penalties, fines, settlements and reasonable expenses (including, but not limited to, attorneys' fees and court costs) actually incurred by such person in connection with such action, suit or proceeding, or in connection with any appeal thereof (which reasonable expenses may be paid or reimbursed in advance of final disposition of any such suit, action or proceeding).
- (c) Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or Charter of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of this Article with respect to indemnification for any act or failure to act which occurred prior to such amendment, repeal or adoption.
- (d) The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights of which any officer, director, employee or agent of the Corporation may be entitled apart from the provisions of this Article.
- TENTH: (a) Notwithstanding any provision of the Corporations Article requiring a greater proportion of the votes of all classes or of any class of shareholders to authorize and/or approve a matter, and as permitted by Section 2-104(b)(5) of the Corporations Article, the affirmative vote of a majority of all the votes entitled to be cast on a matter shall be sufficient, valid and effective to authorize and/or approve the matter, unless a greater proportion is required by the Charter of the Corporation with respect to such matter; provided, however, that if Section 2-104(b)(5) of the Corporations Article is amended, modified or repealed, the minimum proportion of the votes then required by the Corporations Article to authorize and/or approve a matter shall be sufficient, valid and effective to authorize and/or approve the

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

matter, unless a greater proportion is required by the Charter of the Corporation.

- (b) The Corporation reserves the right from time to time to make any amendments of its charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless such changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote of a meeting or in writing with or without a meeting.
- (c) No holder 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 the 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.
- (d) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, any shareholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fair value of such shareholder's stock.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, as Subscriber to these Articles of Incorporation, acknowledge, on the 29th day of July, 1992, under the penalties of perjury that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of my knowledge, information and belief, and that the execution of these Articles of Incorporation is my act and deed.

Lawrence L. Bell

19069001.31

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES



### Department of Assessments and Taxation **CHARTER DIVISION**

Room 8()9

Director PAUL E	B. ANDERSON				301 West Preston Street Baltimore, Maryland 21201
	IENT CODE _	· ·			COUNTY 7/
#		P.A Religio	us (	Close	Stock Nonstock
Mergi (Tran			Surviving (Transfere	ee)	F
CODE	AMOUNT	FEE REMITTED			
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63		Rec. Fee (Merger or			·
64 65 66 52 50 51 13 56 54 53 73	74	Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Change of Change of Address Resignation	Principal Office Resident Agent Resident Agent on of Resident Agent on of Resident Agent ent Agent's Address
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75 80 83 84 85 21		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax State Transfer Tax	ip AT	TENTION:	rihele
23 31 NA		Local Transfer Tax  Corp. Good Standing Foreign Corp. Registration	MA1	IL TO ADDRES	SS:

\_ Personal

Cash

TOTAL FEES

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70 91

600

Check

NOTE:

MAIL TO ADDRESS:\_\_\_

Documents on

Financial

Other \_ Other

Property Reports and \_

\_\_\_\_ Limited Part. Good Standing

late filing penalties
Change of P.O., R.A. or R.A.A.
Amend/Cancellation, For. Limited Part.

APPROVED BY:

# 00046 00403 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

MANNY'S ORIENTAL RUG & GALLERY, INC.

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

OF MARYLAND AUGUST

3, 1992 AT

9:20 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3481330

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
SHULMAN, ROGERS, GANDAL, PARDY &
ECKER, PA., MICHELE BEAUBOEUF
ONE MONTROSE METRO
11921 ROCKVILLE PIKE #300
ROCKVILLE MD 20852 2712

030C3060777

A 398760



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

## ARTICLES OF AMENDMENT LEWIS COSS FURNITURE AND APPLIANCES, INC.

Lewis Coss Furniture and Appliances, Inc., a close corporation organized under Title 4 of the Corporation & Association Articles of the Annotated Code of Maryland, (hereinafter called the "Corporation") after a unanimous vote of the Board of Directors thereof, does hereby amend its charter as follows:

FIRST: The name of the Corporation shall be Coss's Country Market, Inc

SECOND: The post office address of the principal office of the Corporation in Maryland shall be 108 Devonshire Road, Hagerstown, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in Maryland shall be Dwayne R. Coss, 108 Devonshire Road, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and 21740 actually resides therein.

FOURTH: The foregoing Amendments were duly advised and unanimously approved by the Board of Directors and by a unanimous vote of the stockholders of the Corporation.

We, the undersigned Directors who approved the resolution advising the foregoing amendments, acknowledge, in the name and on behalf of said Corporation, the foregoing amendments to be the corporate act of said Corporation.

(SEAL) (SEAL) (SEAL)

ATTEST

STATE DEPARTETIVE OF ASSESSMENTS

President

3439 1627

DATED: July 31, 1992

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, Secretary of the meeting of the Board of Directors, certify to the best of my knowledge, information and belief, and under the penalties of perjury, that the matters and facts set forth herein with respect to the approval thereof are in all material respect.

Secretary (SEAL)

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.5.



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE _	09A BUSINESS COL	DECOUNTY _7/
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Mergi (Trans			Surviving (Transferee)
. 45			
CODE	AMOUNT	FEE REMITTED	
10 20 61 62 63 64 65 66 52 50 51 13 56 54 53 73	20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76		Certificate of Merger/Transfer	
75 80 83 84 85 21 22 23 31 NA 87 71 600		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stand Financial Per Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other Other	MAIL TO ADDRESS:  Stoke  rsonal 120 North Potomne St.  Hagers town, MD 21740
TOTAL	20		
	Doc	Check Cash	h <u>NOTE:</u>
	APPROVED		3439 1629

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

LEWIS COSS FURNITURE AND APPLIANCES, INC.

CHANGING ITS NAME TO:

COSS®S COUNTRY MARKET, INC.

APPROVED AND	RECEIVED FO	OR RECORD BY	THE STATE	DEPARIMENT C	OF ASSESSMENTS A	ND IAXATION

OF MARYLAND AUGUST

4, 1992 AT

11:12 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D0598052

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 22 1995

RETURN TO: ROBERT B. STONE 120 NORTH POTOMAC ST. HAGERSTOWN

MD 21740

02903360764

A 398743

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3439-1626



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

RECEIVED

'92 JUL 31 AM 8 21

STATE DEPT. OF GATEWAY SEAFOOD HOUSE, INC.

ASSESSMELLS & TAXATION

NOTICE OF CHANGE OF RESIDENT AGENT

"RESOLVED, that the name and address of the resident agent of the Corporation in the State of Maryland be, and hereby is, changed from Dixie Smith, Route 40/Western Pike, Hagerstown, Maryland, 21740, to Betty Geyer, Route 40/Western Pike, Hagerstown, Maryland, 21740, and, it is further

RESOLVED, that the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the corporation to file an appropriate certified copy of these Resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto."

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the name and address of the Corporation's resident agent.

(CORPORATE SEAL)

Betty Seyer, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1)-31-92 at 8:21 A.m.

2213582503

NOV 12 12 36 PM 32 2479 1497 LENNIC J. WEAVER, CLERK

### STATE OF MARY! AND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

CERTIFIED
COPY MADE 39 1499

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: RMC

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT
OF
GATEWAY SEAFOOD HOUSE, INC.

APPROVED AND	KECEIVED FOR KE	COKD	of Inc 3.	IAIE DEP	KIMENI OF	ASSESSMENTS	AND	IAAAHON
OF MARYLAND	JULY	31,	1992	AT	8:21	O.CFOCK	A •	M. AS IN CONFORMIT
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ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10.00

D1025428

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAIL ED ... JAN 2 2 1993

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN: MARGARET R. ROBERTS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

02903060737

A 398721

ASSESSMENTS.

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF TOP FLIGHT AIRPARKSING

THIS IS TO CERTIFY:

FIRST: We, the President and Secretary, Barrie M. Peterson and Scott W. Peterson respectively, whose post office address is 18450 Showalter Road, Hagerstown, Maryland 21742, do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, hereby associate ourselves with the intention of Amending the Articles of Incorporation of the Corporation, by the execution and filing of these Articles.

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

#### TOP FLIGHT AIRPARK, INC.

THIRD: The total number of shares of stock which the Corporation currently has authority to issue is one thousand (1,000) shares of no par value, all of a class designated "common".

FOURTH: By virtue of approval of the Directors and Shareholders of the Corporation, the number of shares of stock which the Corporation shall have authority to issue is increased to five thousand (5,000) shares of no par value, all of a class designated "common".

IN WITNESS WHEREOF, under the penalty of perjury, we have signed these Articles of Amendment on August 3, 1992.

BARRIE M. PETERSON

President

SCOTT W. PETER

Secretary

FILED

Nov 12 12 36 PH '92

TENNIC 2 WEAVER, SLERK

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00046 00412 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY STATE OF VIRGINIA COUNTY OF PRINCE WILLIAM, to-wit: Articles of Amendment to be their respective acts. Eileen Planner My commission expires: June 30, 1995

I hereby certify that on this 3rd day of August, 1992, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Barrie M. Peterson and Scott W. Peterson and acknowledged the foregoing

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

3438 2778

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



**D** 

Department of Assessments and Taxation CHARTER DIVISION

Room 8()<sup>c</sup> 301 West Preston Stree Baltimore, Maryland 2120

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
TOP FLIGHT AIRPARK, INC.

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

OF MARYLAND AUGUST

3, 1992 AT

3:09 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID

20.00

20.00

D2245157

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

JAN 2 2 1993

RETURN TO: EILEEN TANNER 1424 DAVIS FORD RD. WOODBRIDGE

VA 22192

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**A** 398457

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3438 2775



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## 00046 00415

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

## THE HAGERSTOWN PAINT AND GLASS COMPANY

ARTICLES OF AMENDMENT

7-29-92

100094

The Hagerstown Paint and Glass Company, a Maryland corporation (hereinafter referred to as the "Corporation"), having its principal office at 18136 Oak Ridge Drive, Hagerstown, Maryland 21740, hereby certifies to the Maryland Secretary of State that:

<u>FIRST</u>: The Corporation desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking out Article Sixth and inserting the following language in lieu thereof:

"SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is twenty thousand (20,000) shares having a par value of Five Dollars (\$5.00) per share, divided into one thousand (1,000) shares of Class A Common Stock with par value of Five Dollars (\$5.00) per share, and nineteen thousand (19,000) shares of Class B Common Stock with par value of Five Dollars (\$5.00) per share.

The following is a description of each class of Stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

- 2 1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.
- 2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, and the holders of Class B common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall yote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders.

That further, the Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before the issuance of the shares, the preferences, rights, voting powers, restrictions and limitations as to dividends, qualifications, or the FIL terms or conditions of redemption of, and the conversation rights of, such shares."

Nov 12 12 36 PH '92 MANNOTOZA: OSPOJOZ BY:

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Immediately prior to the foregoing amendment to the Articles of Incorporation of the Corporation, the Corporation had authority to issue Four Thousand Six Hundred (4,600) shares of common stock, each with a par value of One Hundred Dollars (\$100.00) per share, divided into One Hundred (100) shares of common stock, each with a par value of One Hundred Dollars (\$100.00) per share, and Four Thousand Five Hundred (4,500) shares of preferred stock, each with a par value of One Hundred Dollars (\$100.00) per share.

Immediately following the foregoing amendment to the Articles of the Corporation, the Corporation had authority to issue twenty thousand (20,000) shares with a par value of Five Dollars (\$5.00) per share, divided into one thousand (1,000) shares of Class A Common Stock, each with a par value of Five Dollars (\$5.00) per share, and nineteen thousand (19,000) shares of Class B Common Stock, each with a par value of Five Dollars (\$5.00) per share. Such shares of Class A and Class B Common Stock shall have the voting powers, rights and other restrictions as set forth in Article Second above.

By unanimous written consent of all the Directors of the Corporation, dated as of \_\_\_\_\_\_\_, 1992, executed pursuant to Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, the Directors of the Corporation duly advised and adopted these Articles of Amendment.

By unanimous written consent of all the Stockholders of the Corporation, dated as of Quality, 1992, executed pursuant to Section 2-502 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved and adopted these Articles of Amendment.

IN WITNESS WHEREOF, The Hagerstown Paint and Glass Company, Inc. has caused these Articles of amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 6 day of 92, and they acknowledge the same to be the act of the Corporation, and to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

THE HAGERSTOWN PAINT AND GLASS **COMPANY** 

Low J. Swam By: Secretary

MAM:69722.1:05/07/92

3438 2710

Salkouit

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

Documents on \_\_\_

APPROVED BY:

\_ checks

LLOYD W. JONES

PAUL B. ANDERSON Administrator



OURT

Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

3438 2711

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70 91		Property Reports andlate filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other Other	Part.			
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE HAGERSTOWN PAINT AND GLASS COMPANY

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

OF MARYLAND JULY

29, 1992 AT

10:29 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D0233445

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
OBER, KALER, GRIMES AND SHRIVER
ATTN: J. DORING LLOYD
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

027C3060431

A 398447

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. TETTE 2006



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

7-30-92 es 9:14a

J.C.B. PROPERTIES, INC.

ARTICLES OF AMENDMENT

J.C.B. Properties, Inc., a Maryland Corporation khaving its principal office at Route 2, Box 100, Smithsburg, Washington County, Maryland 21783 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article IV and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office v of the Corporation is 11656 Mapleville Road, Smithsburg, MD 21783. The resident agent of the Corporation is Charles R. Semler, Jr., whose post office address is 11656 Mapleville Road, Smithsburg, MD 21783. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, J.C.B. Properties, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30 day of 1992, and its President acknowledges that these Articles of Amendment are the act and deed of J.C.B. Properties, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

J.C.B. PROPERTIES, INC.

FILED

Jamella K. Flook, Spretary 36 PH grharles R. Semler, Jr., President

LEMMIS J. WEAVER, CLEAR 22128420

3438 2003

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governo!

APPROVED BY: \_\_\_\_\_\_

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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62	20	Rec. Fee (Amendment)		
63		Rec. Fee (Merger or		
6.4		Consolidation)	/	
64 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)	/	Change of Name
66 .		Rec. Fee (Revival)		Change of Principal Office
52		Foreign Qualification		Change of Resident Agent Change of Resident Agent
50	-	Cert. of Qual. or Reg.		Address
51		Foreign Name Registration		Resignation of Resident Agent
13 .		Certified Copy		Designation of Resident Agent
56		Penalty		and Resident Agent's Address
54		For. Supplemental Cert.		Other Change
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT J.C.B. PROPERTIES, INC.

OF MARYLAND JULY 30, 1992 AT

9:14

O'CLOCK A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

D2826196

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: OMER KAYLOR, JR.
123 W. WASH ST. HAGERSTOWN

MD 21740

026C3060294

A 398329

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3438 2002



CLERK OF THE CIRCUIT COURT STATE DESCRIPTION COUNTY

RECEIVED

'92 .IUL 30 AM 9 06

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ING 7/30/92 9060

ARTICLES OF AMENDMENT

C.R. Semler, Inc., a Maryland Corporation, having its principal office at Route 2, Box 106, Smithsburg, Washington County, Maryland 21783 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article IV and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation is 11664 Mapleville Road, Smithsburg, MD 21783. The resident agent of the Corporation is Charles R. Semler, Sr., whose address is 11664 Mapleville Road, Smithsburg, MD 21783. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, C.R. Semler, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30 day of 1992, and its President acknowledges that these Articles of Amendment are the act and deed of C.R. Semler, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

C.R. SEMLER, INC.

Inellek Stook FILED BY: Charles R. Semler, Sr., President Janella K. Flook, Secretary Nov 12 12 36 PH '92

I SANIC . WEAVER, CLERK

22128143438 1574

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



JRT

## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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76		Certificate of Merger/Transfer				
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75		Special Fee		code		
80		For. Limited Partnership				
83		Cert. Limited Partnership		ATTENTION	l:	
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85		Termination of Limited Partners	ship			
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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
C. R. SEMLER, INC.

OF MARYLAND JULY

30, 1992 AT

9:06 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

CAPITALIZATION FEE PAID

RECORDING FEE PAID:

SPECIAE FEE PAID:

20.00

D0685586

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
OMER KAYLOR, JR.
123 W. WASH ST.
HAGERSTOWN

MD 21740

026C3060288 **A** 398323

ASSESSMENTS OF STILLS

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, TATE 1973

P.03

CORPORATION RECORD

CLERK OF STEADING UNTICOURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF THE THE LANDINGS AT PINEY POINT HOMFOWNERS ASSOCIATION.

FIRST: I, the undersigned, HILTON C. SMITH, JR., whose post office address is 50 Summit Avenue, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby designate myself as incorporator with the intention of forming a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the Corporation is

THE LANDINGS AT PINEY POINT HOMEOWNERS ASSOCIATION, INC.

Said Corporation is incorporated as a non-stock corporation not for profit under the provisions of the Annotated Code of Maryland, as amended, and will be referred to hereafter as the "Association".

FOURTH: The principal office and post office address of the Association shall be located at 50 Summit Avenue, Hagerstown, Maryland 21740. The name and address of the resident registered agent of the Association is: Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, Maryland 21740; said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The purposes for which this Association is formed do not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property identified and described as The Landings at Piney Point in St. Mary's County, Maryland. These Lots and Common Areas are subject to a certain Declaration of Covenants, Conditions and FILED

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P. 64

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Restrictions (the "Declaration"). The purposes for which this Association is formed also include the promotion of the health, safety and welfare of the residents within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of St. Mary's County, Maryland, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

2

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (d) To dedicate, sell or transfer all or any part of the Association property to any public agency, authority or utility;
- (e) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred; and
- (f) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not-for-profit law of the State of Maryland, by law may now or hereafter have or exercise.

or undivided fee interest in any Lot shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

SEVENTH: The Association shall have two classes of voting membership:

Class A: Class A Members shall be all those Owners as defined in paragraph SIXTH with the exception of Piney Point Landing Partnership, a Maryland general partnership, the Declarant, its successors and assigns. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by paragraph SIXTH. When more than one person holds

JUL 30 '92 09:30 DEVELOPMENT OFFICES 156 P05 7.00 07/29/1992 16:59 OBER, KALER, GRIMES&SHRIVER 4105470699

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CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Such interest in any Lot, all such persons shall be Members. The

vote for such Lot shall be exercised as they among themselves

determine, but in no event shall more than one vote be cast with

respect to any Lot.

Class B: The Class B Member shall be Piney Point Landing Partnership, a Maryland general partnership, the Declarant, its successors and assigns. The Class B Member shall be entitled to six (6) votes for each Lot in which it holds the interest required for membership by paragraph SIXTH, PROVIDED THAT the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership exceed the total votes outstanding in the Class B membership, or
- (b) January 1, 1994, or
- (c) Upon the surrender of said Class B Membership by the then holder thereof for cancellation on the books of the Association.

EIGHTH: The term for which this Association is to exist is perpetual.

NINTH: This Association shall be governed by a Board of Directors, who need not be Lot owners, consisting of not less than three (3) and no more than five (5) persons and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

4

MKC:90086.1:07/29/92

JUL 30 '92 09:31 DEVELOPMENT OFFICES 156 P06 07/29/1992 17:00 OBER, KALER, GR [MESS, SHR ] VER 4105 1745 9 9

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

William E. Murray

50 East 77th Street, #50 New York, NY 10021

Hilton C. Smith, Jr.

50 Summit Avenue Hagerstown, MD 21740

Raymond C. Geiger

Charleston, SC

Commencing with the first annual meeting and at each subsequent annual meeting of the Members of the Association, the Directors of the Association will be elected by the Members and they will hold office in each instance until the next annual meeting of the Members or until removed or until their successors are elected and qualified. Vacancies in the Board of Directors shall be filled by the remaining Directors at a special meeting called for that purpose and a Director so elected shall serve until the next annual meeting of the Association.

TENTH: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws of the State of Maryland respecting corporations not for profit.

ELEVENTH: The initial By-Laws of this Association are those adopted by the Board of Directors and entered in the Minute Book of the Association. Such By-Laws may be altered, amended, added to or repealed by the Members of the Association in the manner provided for in said initial By-Laws and in conformity with the provisions and requirements of the Maryland statutes regulating non-stock corporations not for profit, as amended from time to time, which is currently set forth in the Annotated Code of Maryland, as amended from time to time.

TWELFTH: The Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner now or

5

MKG:90046.1:07/28/92

P.08

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

hereafter prescribed by statute or herein, at any duly called meeting of the Members of this Association provided that (a) the notice of the meeting is given in the manner provided for in the By-Laws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of sixty-six and two/thirds (66.66%) of all Members present in person or by proxy of said alteration, amendment, change, addition, or repeal, provided that: (i) any amendment to The Articles of Incorporation, so long as there exists Class B Members, shall require the consent of one hundred (100%) percent of the Class B membership, and (ii) no amendment may be made to The Articles of Incorporation which shall change or alter the priority of any Institutional First Mortgage which shall then be a lien on any lot.

THIRTEENTH: This Association shall never have or issue shares of stock nor shall it have the authority to do so. The Association will never have or provide for non-voting membership.

forth and described in the Maryland statutes regulating non-stock corporations not for profit, as amended from time to time, which are currently set forth in the Annotated Code of Maryland, together with those powers conferred by the aforesaid Declaration, this Articles of Incorporation and any and all lawful By-Laws of the Association.

FIFTRENTH: Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with

6

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156 PØ8

07/29/1992 17:01 OBER, KALER, GRIMES&SHRIVER 3 4105470699

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlement (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director or Officers with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director or Officer against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

SIXTEENTH: Capitalized terms herein shall have the same defined meaning as set forth in the Declaration and the By-Laws.

7

MKG: 98086.1:07/29/92

JUL 30 '92 09:32 DEVELUPMENT OFFICES 156 PØ9

07/29/1992 17:01 OBER, KALER, GRIMESS, SHRIVER 4105470699 00046 00432

P.10

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

I have signed these Articles of WITNESS WHEREOF, Incorporation this 30 day of July

WITNESS:

HILTON C. SMITH, JR.

STATE OF MOR

BEFORE ME, the undersigned authority, this day personally appeared HILTON C. SMITH, JR., who after being duly sworn according to law, deposes and says that he is competent to contract and further acknowledge that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

in witness whereof, I have hereunto set my hand and official seal this 30 day of July, 1992.

commission expires: 9-1-95

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)		
63	-	Rec. Fee (Merger or Consolidation)		***
64		Rec. Fee (Transfer)		Change of Name
65		Rec. Fee (Dissolution)		Change of Principal Office
66 .		Rec. Fee (Revival)		Change of Resident Agent Change of Resident Agent
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# 00046 00434 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

THE LANDINGS AT PINEY POINT HOMEOWNERS

ASSOCIATION, INC.

APPROVED AND RECEIVE	FOR RECORD I	BY THE STATE DEPARTMENT	OF ASSESSMENTS AND TAXATION
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OF MARYLAND JULY

30, 1992 AT

9:29 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID

20.00

20.00

D3476991

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN

RETURN TO:
CBER, KALER, GRIMES AND SHRIVER
ATTN: MARC COHEN
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

025C3060136

A 398193

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 1438 0735



CLERK OF THETATE PEPARTMENT OF ASSESSMENTS WASHINGTON COUNTY

SIDELING HILL CORPORATION OVED FOR RECORD

ARTICLES OF INCORPORATION at 1380

Brown, THE UNDERSIGNED, Dianna L. FIRST: address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

Sideling Hill Corporation

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to any business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 100 Robinwood Drive, Hagerstown, Maryland, 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Howard By Bower 100 Robinwood Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland who resident agent is a citizen of the State of Maryland who resides there

SIXTH: (a) The total number of shares of setock of all classes which the Corporation has authority to issue is, 100,000 shares of capital stock (par value \$0,10 per share); amounting in aggregate particulate to \$10,000.00. All of such shares are initially classified as "Common Stock". The Goard

Nov 12 12 36 PH '92

LENNIC J. WEAVER! TLERK

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

- (b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:
  - (1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.
  - (2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
  - (3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.
- (c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph.
- (2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.
- (3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.
- (4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.
- (5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.
- (6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

- (7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this sub-paragraph, and, if so, the terms and conditions thereof.
- (8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.
- (d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:
  - (1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;
  - (2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The name of the director who will serve until the first annual meeting and until his successor is elected and qualifies is as follows:

#### Howard B. Bowen

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

- (1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.
- (2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.
- (3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working Capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

- (4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.
- (5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

- (6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.
- (7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.
- (b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on July 29, 1992.

Witness:

Helen K. Foskit

Dianna L. Brown

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION SIDELING HILL CORPORATION

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

OF MARYLAND JULY

29, 1992 AT

1:38 O'CLOCK P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3476421

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: PIPER & MARBURY ATTN: DIANNA BROWN 1100 CHARLES CENTER SCUTH 36 SOUTH CHARLES STREET BALTIMORE MD 21201

02503060079

A 398141

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3439 0426



CORPORATION RECORD STATE DEPARTMENT OF ASSESSMENTS 00046 00444 AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD 07-17-92 at 9:11

JEFFCOURT REALTY, INC.

### ARTICLES OF INCORPORATION

9 The undersigned, E. Kenneth Grove, Jr., whose post FIRST: office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

The name of the corporation (which is hereafter referred to as the "Corporation") is Jeffcourt Realty, Inc.

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

- To engage in the acquisition, development, management, sale and financing of real property and interests in real property.
- To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, quarantee, assume and pay the indebtedness and liabilities thereof.
- 4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTHE, The post office address of the principal office of the Corporation in Maryland is 11003 Hopewell Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert C. Jeffers, 11003
Hopewell Road Tagerstown, Maryland 21740. Said Resident Agent
istancindividual actually residing in Maryland.

By.

18430

22118429

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, no par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of Stockholders.

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

Alexander A. Courtney Robert C. Jeffers

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this ISM day of My , 1992.

WITNESS:

Linda R. Funt

E. Kenneth Grove, Jr.

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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64		Rec. Fee (Transfer)		Change of Name
65		Rec. Fee (Dissolution)		Change of Principal Office Change of Resident Agent
66 .		Rec. Fee (Revival)		Change of Resident Agent
52		Foreign Qualification Cert. of Qual. or Reg.		Address
50 51		Foreign Name Registration		Resignation of Resident Agent
13		Certified Copy		Designation of Resident Agent
56		Penalty		and Resident Agent's Address
54		For. Supplemental Cert.		Other Change
53		Foreign Resolution		
73		Certificate of Conveyance		
76		Certificate of Merger/Transfer		
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75		Special Fee		0000
80		For. Limited Partnership		
83		Cert. Limited Partnership		ATTENTION:
84		Amendment to Limited Partnership		Linda L. Punt
85		Termination of Limited Partnership	p	Linga L. Tent
21		Recordation Tax		
22		State Transfer Tax Local Transfer Tax		
23		Corp. Good Standing		
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APPROVED BY: \_\_

Jan T

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF JEFFCOURT REALTY, INC.

OF MARYLAND JULY	17,	1992	AT	9:11	O.CFOCK	A • M. AS IN CONFO	RMITY
WITH LAW AND ORDERED R	ECORDED.						
ORGANIZATION AND CAPITALIZATION FEE PAID			RECOR FEE P			SPECIAL FEE PAID:	
40.00		S		20.00		8	

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

WASHINGTON COUNTY

D3476314

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

MD 21741 1267

02503060068

A 398132

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3438 0391



TO THE CLERK OF THE COURT OF

. CORPORATION RECORD

### 00046 00449

CLERK OF THE CIRCUIT COURT WASHING FOR POUNT 992

I hereby resign as the Resident Agent for GRO-CON, INC.

ROBERT M. GOLDMAN JOELLAN

22098517

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HOLLY HE AND SE T MAY SO 38 A SE T MAY SO SE

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1-21-92 at 1:35-P.m.

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### 00046 00450 tation

(ASIA)	CLE CLE CONTROL OF CHARTER DIVISION
	Room 8(19) 301 West Preston Street Baltimore, Maryland 21201
BUSINESS CODE	county <u>)</u>

			BUSINESS CODE			
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TOTAL FEES	\$10.00					
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

RESIGNATION OF RESIDENT AGENT OF GRO-CON, INC.

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

OF MARYLAND JULY

27, 1992 AT

1:35 O'CLOCK

P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10.00

D0324533

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

024C3062834

A 398021



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

B437 1583

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 6 25

STATE DEPARTMENT OF ASSESSMENTS

AND TAKAT SOUTH POINTE HOMEOWNERS ASSOCIATION, INC.

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

09/24/92 at 1:53 p.m.

THESE ARTICLES OF INCORPORATION, made this 224 day of July A.D. 1992 by William P. Young, Jr., a resident of the State of Maryland who has an address in care of Meyers, Young & Grove, J. P.A., 82 West Washington Street, Hagerstown, Maryland 21740

#### EXPLANATORY STATEMENT

- 1. By an instrument entitled "Declaration of Covenants, Conditions and Restrictions (South Pointe)" (the "Declaration"), Paul N. Crampton, Jr. has subjected to the operation and effect of the Declaration that certain land situate and lying in Washington County, Maryland which will be more particularly described on Exhibit A thereto, thereby creating a residential community which will be known as South Pointe (the "Community"), all as is more particularly set forth in the Declaration which is recorded or intended to be recorded among the land records of Washington County, Maryland.
- 2. Pursuant to the provisions of the Declaration, the affairs of the Community will be governed by a non-stock corporation organized and existing under the laws of the State of Maryland.
- 3. The undersigned, by these Articles of Incorporation, intends to incorporate such an entity.

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

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

#### SOUTH POINTE HOMEOWNERS ASSOCIATION, INC.

#### Article 2. Purposes and Powers.

- 2.1 The Association shall have the following purposes and powers:
- 2.1.1. To promote the recreation, health, safety and welfare of the Community and the Association's membership;
- 2.1.2 To provide for the acquisition, construction, management, maintenance and care of the Association's property

Nov 12 12 37 PM '92

EENNIS J. WEAVER, CLERK

22068408 3437 0988

BY:

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(including, by way of example rather than of limitation, the property which will be referred to as the "Common Areas" in the Declaration);

- 2.1.3 To do and perform any and all acts and things which a non-stock corporation organized and existing under the general laws of the State of Maryland is empowered to do by the provisions of MD. CORP. & ASS'N CODE ANN. Sec. 2-103 (1985 Repl. Vol.) and MD. CORP. & ASS'N CODE ANN. Sec. 5-202 (1985 Repl. Vol.), as amended from time to time; and
- To do and perform any and all acts and things 2.1.4 which the Association is authorized or empowered to do by the Declaration, as from time to time amended.
- 2.2 Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Association to take any action, if and to the extent that its taking of or failure to take such action is not permitted by the provisions of the Declaration.

#### Article 3. Principal Office And Resident Agent.

- 3.1 The post office address of the Association's principal office in Maryland is c/o Mr. Paul N. Crampton, Jr., 11 Fairway Lane, Hagerstown, Maryland 21740.
- The name and post office address of the Association's resident agent in Maryland is William P. Young, Jr., Esq., Meyers, Young & Grove, P.A., 82 West Washington Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland who actually resides therein.

#### Article 4. Lack Of Authority To Issue Stock.

- The Association is not authorized or empowered to issue capital stock of any type or class.
- Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have, from time to time, to issue bonds, notes and other evidence of secured or unsecured debt, in such amounts, for such consideration, upon terms and subject to such conditions as the Association may determine.

#### Article 5. Membership.

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

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 5.2 The Association's membership shall be divided into such classes of membership as are prescribed by the Declaration, and each class shall exist for such time as is set forth in the Declaration. The Members of each class shall have such rights as are set forth in the Declaration.
- 5.3 An Owner's membership in the Association shall be appurtenant to his or her Lot, as that term is defined by the Declaration, and may not be separated from his or her ownership thereof.

#### Article 6. Directors.

- 6.1 The number of directors which the Association shall have shall be two (2), which number may be increased in accordance with the Association's By-Laws, but shall never be less than two (2).
- 6.2 The names of the directors who shall act until the first annual meeting of the Association's membership and until their successors are elected and qualified are:

# Nancy A. Crampton Paul N. Crampton, Jr.

- 6.3 The Association's board of directors shall exercise all of the Association's powers, except for those, if any, conferred or reserved to the Association's members by (a) law, (b) the provisions of these Articles of Incorporation, (c) the Association's By-Laws, or (d) the Declaration, as the aforegoing may be amended from time to time.
- Article 7. <u>Perpetual existence</u>. The Association's existence shall be perpetual.

#### Article 8. Voting Rights.

- 8.1 The voting rights of each member of the Association are as set forth in the Declaration, as from time to time amended, which provisions are incorporated herein by reference.
- 8.2 Except in those circumstance, if any, in which the giving of a proxy by a member of the Association is expressly permitted by the Declaration (in which circumstance such member shall be entitled to vote by such proxy), no member of the Association may vote by proxy.
- Article 9. <u>Indemnification Of Directors, Officers, Agents</u>
  <u>And Employees</u>.
- 9.1 No director, or officer who also serves as a director of the Association shall be liable to the Association or to any

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

- 9.2 To the maximum extent permitted by Maryland law, the Association shall indemnify its currently acting and its former directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Association shall advance expenses to such directors, officers or employees to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's, officer's or employee's gross negligence, fraud or willful misconduct.
- 9.3 To the maximum extent permitted by Maryland law, the Association may indemnify (a) its currently acting and its former officers, employees, and agents, who are also its directors, and (b) persons who serve and have served, at the Association's request, as a director, officer, trustee, employee or agent of another association, or other enterprises, against any and all liabilities and expenses, including reasonable attorneys' fees, incurred in connection with their services in such capacities. The Association may advance expenses to such officers, employees, agents and other persons referred to in this paragraph to the extent permitted by Maryland law.
- 9.4 The directors of the Association may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statements or other financial data, prepared or presented by such persons and shall be fully protected with respect to any action taken by them or omitted by them pursuant to the advice of such persons.
- 9.5 References to Maryland law shall include, but are not limited to, the MD. CORP & ASS'N CODE ANN. as amended from time to time. Neither the repeal nor amendment of this Article NINTH, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article NINTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

#### Article 10. Amendment Of Articles Of Incorporation.

10.1 These Articles of Incorporation may be amended in and only in the manner set forth in the provisions of MD. CORP. & ASS'N CODE ANN. Sec. 2-602 (1985 Repl. Vol.), as amended from time to time, for stock corporations, with each member of the

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Association having the rights thereunder held by a stockholder of a stock corporation.

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

#### Article 11. Dissolution Of The Association.

- 11.1 The Association may be voluntarily dissolved only in accordance with MD. CORP. & ASS'N CODE ANN. (1985 Repl. Vol.) as amended from time to time, except that such dissolution must have been approved by the Association's membership by the affirmative vote of two-thirds (2/3) of all of the votes of each class of membership entitled to be cast thereon.
- 11.2 Upon any dissolution of the Association other than incident to its merger or consolidation with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to any non-profit corporation, association, trust or other entity to be used by such entity for such purposes.

IN WITNESS WHEREOF, the undersigned signed and ensealed these Articles of Incorporation and acknowledges them to be his act and deed the day and year first above written.

Young,

(SEAL)

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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10.	-8-3	Expedited Fee	(New Name)
20	21	Organ. & Capitalization	
61	an	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	
62 63		Rec. Fee (Merger or	
		Consolidation)	
64		Rec. Fee (Transfer)	Change of Name Change of Principal Office
65		Rec. Fee (Dissolution)	Change of Resident Agent
66 -		Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent
52 50		Cert. of Qual. or Reg.	Address
51		Foreign Name Registration	Resignation of Resident Age
13		Certified Copy	Designation of Resident Ag
56		Penalty	and Resident Agent's Addre Other Change
54		For. Supplemental Cert.	Other change
53		Foreign Resolution Certificate of Conveyance	
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76		Certificate of Merger/Transfer	
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		Special Fee	
75 80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnersh	nip
85		Termination of Limited Partner	rship
21		Recordation Tax	
22		State Transfer Tax Local Transfer Tax	
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APPROVED BY:

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

SOUTH POINTE HOMEDWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXAT	APPROVED AND	RECEIVED FO	R RECORD BY	THE STATE	DEPARTMENT OF	ASSESSMENTS AND	<b>TAXATION</b>
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OF MARYLAND JULY

24, 1992 AT

1:53 O'CLOCK

P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID

20.00

20.00

D3475134

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 191

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: HELEN LUBINSKI
307 DOLPHIN ST.
BALTIMORE

MD 21217

023C3062681 **A** 397911

ASSESSME.

OF MARYLA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Petty per-

### CORPORATION RECORDS

Children's Home . Special Education School

P.O. Box 439



### 00046 00459

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

WCRH - 90.5 FM • Wilderness Challenge

Williamsport, MD 21795

#### CORPORATE RESOLUTION

I, the undersigned, Secretary of Cedar Ridge Children's Home & School, Inc., a Corporation of the state of Maryland, having a principal place of business at 12146 Ridge Road, Williamsport, Maryland, DO HEREBY CERTIFY that the following is a true and correct copy of the resolution duly adopted at a meeting of the Board of Trustees of said Corporation on the 15th day of September, 1992, and that the resolution is in conformity with the charter and by-laws of the Corporation and is now in full force and effect.

RESOLVED: That the address of the Corporation's principal place of business is changed to

> 12146 Cedar Ridge Road (P.O. Box 439) Williamsport, MD 21795-0439

and that the address of the Corporation's resident agent is changed to

> 12146 Cedar Ridge Road (P.O. Box 439) Williamsport, MD 21795-0439.

IN WITNESS WHEREOF, I have hereunto affixed my name and affixed the Seal of the Corporation this 15th day of September, 1992.

I, Paul B. Cox, Jr., a Trustee of said Corporation, do certify that the foregoing is a correct copy of a resolution adopted as set forth above.

> 22658366 Trustee (Other than Secretary)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FILEDINA

APPROVED FOR RECORD

DEC 16 12 54 PH '92 9-21-92 at 9:11 A.m. FENNIC J. WEAVER, CLERK

3450 1325

— (301) 582-0282 • WCRH (301) 58₽¥0285 • FAX (301) 582-2707

# STATE OF MARVEAND 0460

WILLIAM DONAGLERS OF A LEE PROUIT. COURT WASHINGTON COUNTY

APPROVED BY: RMC

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8(19 301 West Preston Street Baltimore, Maryland 212(1)

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE OF CEDAR RIDGE CHILDRENAS HOME AND SCHOOL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 21, 1992 AT 9:11 O'CLOCK A . M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID:

10.00

D0223297

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: CEDAR RIDGE CHILDREN'S HOME & SCHOOL, INC. P.O. BOX 439 WILLIAMPORT MD 21795 0439

> > 060C3061905

A 402406



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3450 1324

### CORPORATION RECORDS

# 00046 00462

# ARTICLES OF INCORPORATION FOR CALL ON COUNTY OF CORPORATION

Bruy

WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.  Shelley M. Wallace 13615 Wolfsville Rd. Smithsburg, Md 21783  Henry P. Ward 13615 Wolfsville Rd. Smithsburg, Md 21783  FIED  SIGNATURE(S)  13615 Wolfsville Rd. Smithsburg, Md 21783	FIRST: The unc	dersigned .	Shellev M	M. Wallace			APPROVED TO	R RECO
Smithsburg, Md 21788 g at least eighteen years of age, do(es) hereby form a corporation nder the laws of the State of Maryland.  Seraphim Designs, Inc.  Seraphim Designs, Inc.  Seraphim Designs, Inc.  HIRD: The purposes for which the corporation is formed are as follows: To sell self-made headed jewelry, teach bead-stringing classes, sell beads & jewelry-making supplies? to rent & sell used clothing & costumes, 3 contract for temporary secretarial services.  DURTH: The post office address of the principal office of the corporation in Maryland is					*	91	16192 at -	9:03 a.m.
Seraphim Designs, Inc.  Sell self-made headed  22  22  22  23  Seraphim Designs, Inc.  Seraphim Designs, Inc.  Sell self-made headed  22  24  25  Seraphim Designs, Inc.  Sell self-made headed  22  24  25  Seraphim Designs, Inc.  Sell self-made headed  22  24  Seretary Maliance Shelled Services, Sell beads & jewelry-making supplies; to  Seraphim Designs, Inc.  Seraphim Designs, Inc.  Seraphim Designs, Inc.  Sell self-made headed  22  24  Seretary Maliance  Signature;  Si	vnose address							•
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Shelley M. Wallace 13615 Wolfsville Rd. Smithsburg, Md 21783  Henry P. Ward 13615 Wolfsville Rd. Smithsburg, Md 21783  Kåtherine Ward  Kåtherine Ward	INTH: BY WIT	INESS WHERE	OF. I have signe	d these Articles an	d acknowled	dge the same to	be my act.	
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STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

#### GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "NONSTOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address e mail can be received. It can be anywhere, even a foreign county.

SECOND:

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD:

Give a one or two sentence description of the business of the corporation.

FOURTH:

Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH:

This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH:

SEVENTH:

Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

EIGHTH:

Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

**RETURN TO:** 

State where the receipt, certified copies, certificates of status and the original articles are to be sent.

**FEES** 

The fee to file Articles of Incorporation is \$40.00.

TELEPHONE/(301) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

STATE OF MARKLAND CIRCUIT COUR WASHINGTON COUNTY WILLIAM DONALD SCHAEFER

Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	Do	cuments on checks			450 1229

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF SERAPHIM DESIGNS, INC.

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

OF MARYLAND SEPTEMBER 16, 1992 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3506367

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: SHELLEY M. WALLACE 13615 WOLFSVILLE ROAD SMITHSBURG

MD 21783

ASSESSMENT TO THE PARTY OF MARYLAND

060C3061878 **A** 402384

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3450 1227

### CORPORATION RECORDS

### 00046 00466

### ARTICLES OF INCORPORATION SHOULD BE AUSTROLE CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned	Kevin A. Poh	1			
whose address is	13036 Indepe	ndence Road Cl	ear Spring, Mar	yland 2172	2
		, being at least e	ighteen years of age,	do(es) hereby	form a corporation
under the laws of the State of	of Maryland.				
SECOND: The name of the o	corporation isT	ri-State Motorcy	cle Service, In	с.	
(A Clo	sed Corporation	)			
			Motorcycle ro	nair	
THIRD: The purposes for wh			notorcycle re	pair	
and service - Sale	of parts and acc	cessories			
1				Q N Wort	gido Arronno
FOURTH: The post office add				7 N. West	side Avenue
Mail Only (P O Box	779) Funkstor	wn, Maryland 217	34		
FIFTH: The name and post o	office address of the re	esident agent of the co	poration in Maryland	are Kevi	n Pohl
13036 Independence I	Road Clear Spr	ring, Maryland 21	722.	ASS S	92
				SS	\$
SIXTH: The corporation has	authority to issue	1000	shares at \$_	10.50 Te	n Dollars
par value per share.				178	ECE ECE
SEVENTH: The number of di	rectors of the corpora	tion shall be1v	vhich number may be	increased of	ecreased pursuant
to the bylaws of the corporati three (3) but not less than the	on, and so long as the	re are less than three (3)	stockholders, the nur	mberaldirect	ors may be less than
until their successors are dul	ly chosen and qualifie	d is/are	the director(s) who	5 0	
Kevin A. Pohl					
EIGHTH: IN WITNESS WHER	EOF, I have signed th	ese Articles and acknow	wledge the same to b	e my act.	
RETURN TO:		SI	GNATURE(S)		
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### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





# Department of Assessments and Taxation CHARTER DIVISION

Room 80° 301 West Preston Street Baltimore, Maryland 21201

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		Consolidation)		
4		Rec. Fee (Transfer)		Change of Name
5		Rec. Fee (Dissolution)		Change of Principal Office
6 .		Rec. Fee (Revival)		Change of Resident Agent
0		Foreign Qualification Cert. of Qual. or Reg.		Change of Resident Agent
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4		For. Supplemental Cert.		Other Change
3		Foreign Resolution Certificate of Conveyance		
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6		Certificate of Merger/Transfer		
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5		Special Fee		
3		For. Limited Partnership		
4		Cert. Limited Partnership Amendment to Limited Partnership		ATTENTION:
5		Termination of Limited Partnersh	in	
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APPROVED BY: AMT

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF TRI-STATE MOTORCYCLE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 16, 1992 O'CLOCK A. M. AS IN CONFORMITY AT 11:37 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3505369

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: T-A- DAVIS 1023A MARYLAND AVE. HAGERSTOWN

MD 21740

A 402300

060C3061778

ASSESSMENT OF AS OA MARYLAND MINIME

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2450 0716

# CORPORATION RECORDS ARTICLES OF INCORPORATION GOVERNMENT CORPORATION WASHINGTON COUNTY

(See instructions on reverse side.)

FIRST: The undersigned Sylvia Myers
whose address is 8415 Neck Road
Williamsport, Md. 21795 , being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.  SECOND: The name of the corporation isSlender You Figure & Tanning Salon Inc.
(A Closed Corporation)
THIRD: The purposes for which the corporation is formed are as follows:
To operat a retail tanning salon and exercise business
FOURTH: The post office address of the principal office of the corporation in Maryland is
/ 11000 Bower Avenue Suite II
Hagerstown, Maryland 21740
FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Sylvia Myers
8415 Neck Road Williamsport, Maryland 21795
SIXTH: The corporation has authority to issue 1000 shares at \$ 25.00 par value per share.
SEVENTH: The number of directors of the corporation shall be which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are
Sylvia Myers "
EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.
RETURN TO: SIGNATURE(S)
T. A. Davis Sylvia Myces
1023A Maryland Avenue
Hagerstown, Maryland 21740  Occ 16 12 Still State Department of Assessments  AND TAXATION  APPROVED FOR PAYMENT  22618087
= 9-16-92 at 11:37a.m.

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY

LLOYD W. JONE'S Director

PAUL B. ANDERSON Administrator

P.S.



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SLENDER YOU FIGURE & TANNING SALON INC.

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

OF MARYLAND SEPTEMBER 16, 1992 AT 11:37 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

20.00

20.00

D3505351

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 22 199

RETURN TO: T. A. DAVIS 1023A MARYLAND AVE. HAGERSTOWN

MD 21740

060C3051777

A 402299

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



# CORPORATION RECORDS ARTICLES OF INCORPORATION FOR A STOCK CORPORATION CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY (See Instructions on reverse side)

FIRST: The undersigned Philip Marshall
whose address Is 825 South Potomac Street
Hagerstown, Maryland 21740 , being at least eighteen years of age, do(es) hereby form a corporation
under the laws of the State of Maryland.
SECOND: The name of the corporation is Marshall Automotive Inc.
(A Closed Corporation)
THIRD: The purposes for which the corporation is formed are as follows:
/
Operation of a Retail Automotive and Truck Repair Business
<u> </u>
The state of the s
FOURTH: The post office address of the principal office of the corporation in Maryland Is
825 South Potomac Street
Hagerstown, Maryland 21740
Hagerstown, Maryland 21740  FIFTH: The name and post office address of the resident agent of the corporation in Maryland are  Philip Marshall
The flame and post office address of the resident agent of the corporation in Maryland are
825 South Potomac Street Hagerstown, Maryland 21740
SIXTH: 'the corporation has authority to issue 1000 shares at \$\$ \$ 25.00 par value per share.
SEVENTH: The number of directors of the corporation shall be which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are
Philp Marshall ".
EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.
RETURN TO:
T. A. Davis FILED
1023A Maryland Avenue
Hagerstown, Maryland 19740 DEPARTMENT OF ASSESSMENTS
AND TAXATION 2261803459 0711
APPROVED FOR PAYMENT
9-16-92 at 11.37 a.m.

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or	
64		Rec. Fee (Transfer)	Change of Name
65		Rec. Fee (Dissolution)	Change of Principal Office
66 · 52		Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent
50		Cert. of Qual. or Reg.	Change of Resident Agent
51		Foreign Name Registration	Address  Resignation of Resident Agent
13		Certified Copy	Designation of Resident Agent
56		Penalty	and Resident Agent's Address
54		For. Supplemental Cert.	Other Change
53 73		Foreign Resolution Certificate of Conveyance	,
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76		Certificate of Merger/Transfer	
			Code
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION:
84 85		Amendment to Limited Partnership	
21		Termination of Limited Partnership Recordation Tax	
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23		Local Transfer Tax	
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NOTE:

APPROVED BY:

Documents on

Check

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF MARSHALL AUTOMOTIVE INC.

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

OF MARYLAND SEPTEMBER 16, 1992 AT 11:37 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

20-00

D3505344

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: T. A. DAVIS 1023A MARYLAND AVE. HAGERSTOWN

MD 21740

06003061776

A 402298

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



# CORPORATION RECORDS

## 00046 00475

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### RESOLUTION OF THE BOARD OF DIRECTORS

FOR VIDEO FANTASY, INC.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Donald R. Clopper, whose post office address is Route 3, Box 328 C (18529) Wagaman Road), Hagerstown, Maryland, 21740, to Curtis L. Miller, whose address is 715 Oak Hill Avenue, Hagerstown, MD, 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate amended certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

Dated: September 2, 1992

Ceuts I Milla is L. Miller, President

I hereby certify that the foregoing Resolution is a true and correct copy of same.

Dated: September 2, 1992

Curtis L. Miller, President

2262821C

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD DEC 16 12 54 PM '92 9-18-92 at 8:27

CENNIC J. WEAVER, CLERK

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# STATE OF MARYDANIS 0047

WILLIAM DONALD OCHAEFERE CIRCUIT CO Governor WASHINGTON COUNTY

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8(19 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)			
63		Rec. Fee (Merger or			
		Consolidation)			
64		Rec. Fee (Transfer)		Change of Name	
65		Rec. Fee (Dissolution)		Change of Principal Office	
66		Rec. Fee (Revival)		Change of Resident Agent	
52		Foreign Qualification		Change of Resident Agent	
50		Cert. of Qual. or Reg.		Address	
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# 00046 00477 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS

OF

VIDEO FANTASY, INC.

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

OF MARYLAND SEPTEMBER 18, 1992 AT

8:27 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10.00

D1927078

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: KUCZYNSKI & KUCZYNSKI, P•A• 55 NCRTH JONATHAN ST• HAGERSTOWN MD 21740

05903061764

A 402186

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3449 1118

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

00046 00478

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLE OF INCORPORATION ASSESSMENTS

OF APPROVED FOR RECORD SO

THIS IS TO CERTIFY THAT: HARRY ALLEN BARNMART, whose address is 105 Chartridge Drive, Hagerstown, Maryland 21740; and ROBERT HENRY YEAKLE, whose address is 14037 National Pike, Clear Spring, Maryland 21722; and CRAIG PHILIP DOYLE, whose address is 28 Fairground Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

#### HAGERSTOWN ORGAN CO., INC.

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

- (1) To manufacture, construct, repair, buy, sell, import, export, and otherwise deal in and with all types of musical instruments including electrical and electronic instruments, and to manufacture parts, devices, appliances, amplifiers, and the like for use with musical instruments and pipe organs and necessary components.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the corporation in this State is 105 Chartridge Drive, V Hagerstown, Maryland 11264 bridge name and post office address of

ENNIE I. WEAVER! SEERS

NYDER & ATTOMNEYS
POOLE, \*A

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the Resident Agent of the corporation in this State is HARRY ALLEN BARNHART, whose address is 105 Chartridge Drive, Hagerstown, Maryland 21740.

Said Resident Agent actually

resides in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into Ten Thousand (10,000) shares of the par value of Ten Dollars and 00/100 Cents (\$10.00) each.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: HARRY ALLEN BARNHART, ROBERT HENRY YEAKLE, and CRAIG PHILIP DOYLE.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 44 day of September, 1992, and I acknowledge the same to be my act.

WITNESS:

Ged: th a Bloyer

Harry Allen Barnhart

3

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Robert Henry Yeakle Craic Phillips Dough Craig Philip Doyle

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

HEREBY CERTIFY, that on this 17.1 duy, mixed \_\_\_\_\_, 1992, the above-named HARRY ALLEN September BARNHART, personally appeared before me and made oath in due form of law that the matters and facts set forth in the aforegoing Agreement with respect to the Article of Incorporation of Hagerstown Organ Co., Inc. are true and correct as therein stated and acknowledged that the said Agreement is in fact his voluntary act and deed and that he has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

udith a Blayer (SEAL) My Commission Expires: 11/195

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

HEREBY CERTIFY, that on this \(\frac{1}{2}\) day of \(\frac{1}{2}\) not the above-named ROBERT HENRY September YEAKLE, personally appeared before me and made oath in due form of law that the matters and facts set forth in the aforegoing Agreement with respect to the Article of Incorporation of Hagerstown Organ Co, Inc. are true and correct as therein stated and acknowledged that the said Agreement is in fact his voluntary act and deed and that he has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

Gudi'th a Blayer (SEAL)

My Commission Expires: 11/195

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this day , 1992, the above-named CRAIG PHILIP DOYLE, September personally appeared before me and made oath in due form of law that the matters and facts set forth in the aforegoing Agreement with respect to the Article of Incorporation of Hagerstown Organ 3449 0636

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Co., Inc. are true and correct as therein stated and acknowledged that the said Agreement is in fact his voluntary act and deed and that he has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 11/1/45

Judith a Bloyer (SEAL)

3448 DEBY

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE	0237	USINESS CODE	03	COUNTY	7/_
#		P.A	Religious	Close	✓ Stock	Nonstock
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CODE	AMOUNT	FEE REMITTED	Name	<u>Change</u>	·	
10 20 61 62	20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc. Rec. Fee (Amendment)	(New	Name)		
63 64		Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer)			e of Name	
65 66 52 50		Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg Foreign Name Registrat		Change Change Addre	e of Principal e of Resident e of Resident ss nation of Resi	Agent Agent
13 56 54 53		Certified Copy Penalty For. Supplemental Certified Copy Foreign Resolution		Desig	nation of Resi esident Agent' Change	dent Agent s Address
73		Certificate of Convey				
75 80 83		Special Fee For. Limited Partners Cert. Limited Partne	rship	Code	N:	
84 85 21 22 23		Amendment to Limited Termination of Limite Recordation Tax State Transfer Tax Local Transfer Tax	·	•		
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FEES	_70	Check	Cash	NOTE:		
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	APPROVE	) BY:				

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HAGERSTOWN ORGAN CO., INC.

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

OF MARYLAND SEPTEMBER 17, 1992 AT

8:30 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3504529

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 199.

RETURN TO: SNYDER & POOLE ATTORNEYS AT LAW 28 JONATHAN ST. HAGERSTOWN

MD 21740

05903061671

A 402095

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

T448 0633

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

00046 00484

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Roy R. Pittman, Inc., a close corporation OF ASSESSMENTS changing its name to Weaver's Restaurant Tac. ION

APPROVED FOR RECORD

Articles of Amendment

Roy R. Pittman, Inc., a Maryland Corporation, having its principal office at 77 West Main Street, Hancock, Maryland 21750 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article SECOND of the Charter, and by substituting in lieu thereof the following:

SECOND: The name of the corporation (which is hereafter referred to as the Corporation) is WEAVER'S RESTAURANT, INC.

SECOND: By written informal action, unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments. The Corporation has elected to have no Board of Directors.

IN WITNESS WHEREOF, Roy R. Pittman, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19th day of August and its President acknowledges that these Articles of Amendment are the act and deed of Roy R. Pittman, Incorporated

TEC 16 12 54 PM '92

3448 5040

BY: 22588305

CLERK OF THE CIRCUIT COURT and facts set forth here WASH WIDTEN FEW Port to authorization and approval are true in all material respects to the best of his

knowledge, information, and belief,

Penny G. Pittman, Secretary

Roy R. Pittman, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19th day of August, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Roy R. Pittman who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

11-01-94

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: TCM

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CODE	AMOUNT	FEE REMITTED		
10 20 61 62 63	00	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or	Name Char (New Name	
64 65 66 52		Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.	X	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent
51 13 56 54 53 73	8	Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution		Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76		Certificate of Conveyance  Certificate of Merger/Transfer		
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85 21 22 23		Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax	P	Scott S. Schubel
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70 91		Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited I	<u>Q</u>	Horneys at Law. 38 West Washington
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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

ROY R. PITTMAN, INC.

CHANGING ITS NAME TO:
WEAVER'S RESTAURANT, INC.

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

OF MARYLAND SEPTEMBER 14, 1992 AT

8:30 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL EEE PAID:

20-00

D3470853

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
WASHCHS, BOONE, AND SCHUBEL, P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740 4769

057C3061552

3448 2059

A 401983

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

#### 00046 00488

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Weaver's Restaurant, Inc., a close corporation, changing its name to Moon That of Property of ASSESSMENTS

AND TAXATION

Articles of Amendment PPROVED FOR RECOID

Weaver's Restaurant, Inc., a Maryland Corporation, having its principal office at 138 West Washington Street, Hagerstown, Maryland 21740 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article SECOND of the Charter, and by substituting in lieu thereof the following:

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MOON ENTERPRISES, INC.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Weaver's Restaurant,

Incorporated has caused these presents to be signed in its

name and on its behalf by its President and its corporates 205

EENNIC U WEAVER, CLERK

RY:

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

seal to be hereunder affixed and attested by its Secretary on this 19th day of August and its President acknowledges that these Articles of Amendment are the act and deed of Weaver's Restaurant Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Paula L. Moon, Secretary

Phillip G. Moon, President

ganet Sanotal

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19th day of August, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Phillip G. Moon who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

11-01-94

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator P.5



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	APPROVED	BY:	3					

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
WEAVER'S RESTAURANT, INC.
CHANGING ITS NAME TO:
MOON ENTERPRISES, INC.

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

OF MARYLAND SEPTEMBER 14, 1992 AT

8:29 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D2295350

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
WACHS, BOONE AND SCHUBEL P-AATTN: SCOTT L- SCHUBEL
138 WEST WASHINGTON STHAGERSTOWN MD 21740 4769

057C3061551

A 401982

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

**3448 205** 

AND TAXATION OF MARYLAND IN LIBER. FOLIO.



STATE DELEASE OF ASSESSMENTS
AND TAXATION

CC. APORATION RECORDS

00046 00492

CLERK OF THE CIRCUIT

APPROVED FOR PAYMENT

9-14-92 at Rinehart 0

Rinehart Orchards Inc.
(A Close Corporation)

#### ARTICLES OF AMENDMENT AND RESTATEMENT

RINEHART ORCHARDS INC., a Maryland corporation having its principal office at 14511 Rinehart Road, Smithsburg, Maryland 21783 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation (the "Department") that:

FIRST: The Corporation desires to amend and restate its
Charter as currently in effect as hereinafter provided. The
provisions set forth in these Articles of Amendment and
Restatement are all the provisions of the Charter of the
Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking each and every provision thereof and substituting therefor the following:

FIRST: The name of the Corporation is Rinehart Orchards Inc.

SECOND: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

THIRD: The post office address of the principal office of the Corporation in this State is 14511 Rinehart Road, Smithsburg Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State are John H.

Rineh 14125 Maryland 21783

LENNIS J. WEAVER, CLERK LENNIS J. WEAVER, CLERK BY:

22588300

EPIN A 8 31

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Resident Agent is an individual actually residing in this State.

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is three thousand (3,000) shares of common stock of the par value of one hundred dollars (\$100.00) per share.

PIFTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John H. Rinehart.

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

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, Rinehart Orchards Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and 3448 2052

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 31 21 day of August and its attested by its Secretary on this President acknowledges that these Articles of Amendment are the act and deed of Rinehart Orchards Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Ferree, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 31st day of august, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared John H. Rinehart, who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment and Restatement are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

5-14-94

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

DOCUM #	ENT CODE	BUSINESS	county 7/ Igious Close Stock Nonstock
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			Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	. Namo Change
10		Expedited Fee	Name Change (New Name)
20		Organ. & Capitalization	
61	20	Rec. Fee (Arts. of Inc.)	
62	00	Rec. Fee (Amendment)	
63		Rec. Fee (Merger or	
64		Consolidation) Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	Change of Name
66 -		Rec. Fee (Revival)	Change of Principal Office Change of Resident Agent
52		Foreign Qualification	Change of Resident Agent
50		Cert. of Qual. or Reg.	Address
51		Foreign Name Registration	Resignation of Resident Agent
13	10	Certified Copy 7	Designation of Resident Agent
56		Pehalty	and Resident Agent's Address
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73		Certificate of Conveyance	Corp
76		Certificate of Merger/Transfe	er
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75		Special Fee	Code
80	***	For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION:
84		Amendment to Limited Partners	ship
85		Termination of Limited Partne	ship Scott L. Schubel
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31 NA		Corp. Good Standing Foreign Corp. Registration	W. T. 10 100000 / 10 1 1
87		Limited Part. Good St	MAIL TO ADDRESS: Wacho,
71		Financial	Boone and Schubel.
690			Corporal
		Property Reports and	P.A., attorneys at
		late filing penalties	
70 91		Change of P.O., R.A. or R.A.	
91		Amend/Cancellation, For. Lim-	Washington Street
		Other	
			Hagerstown, Md. 21740-4769
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	APPROVED	BY: _/	

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF AMENDMENT AND RESTATEMENT RINEHART ORCHARDS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY O'CLOCK OF MARYLAND SEPTEMBER 14, 1992 AT 8:31 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID:

20.00

D0182709

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: WACHS, BOONE AND SCHUBEL, P.A. ATTN: SCOTT L. SCHUBEL 138 WEST WASHINGTON ST. MD 21740 4769 HAGERSTOWN

057C3061550

A 401981

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

1442 2042

AND TAXATION OF MARYLAND IN LIBER. FOLIO.



# CORPORATION RECORDS 00046 00498

ARTICLES OF INCORPOR	ATIONIEOR	MACOSTIOCK	COAP OR ATTO	ents
	WASHINGTON C	OUNTY		

	hod.	(See instructions on reverse side.)	APPROVED FOR RECORD
FIRST: The	undersigned She	lia A. Ellis	6-92 at 11:37
whose addr	8605 Neck Road	Williamsport, Maryland 21795	
		, being at least eighteen years of a	age, do(es) hereby form a corporation
	aws of the State of Maryland.		
SECOND: 1	The name of the corporation	isAmericlean Inc.	
	(A Closed Corpora	ation)	4
THIRD: The	e purposes for which the cor	poration is formed are as follows:	
	To operate a Carp	pet cleaning and restoration by	ısiness
			4
FOURTH: 1	The post office address of the	e principal office of the corporation in Maryland is	38 88 88 88 88 88 88 88 88 88 88 88 88 8
	8605 Neck Road		60
V	Williamsport, Mar	yland 21795	SEP STAT STAT
EIETU. The	name and part office address	ss of the resident agent of the corporation in Mary	land are S
ririn: ine	Shelia Ellis	ss of the resident agent of the corporation in Mary	land are & T
	8605 Neck Road	Williamsport, Maryland 21795	~~~
SIXTH: The par value p	e corporation has authority to er share.	shares a	\$ 25.00
to the bylav three (3) bu	ws of the corporation, and so	the corporation shall be <u>1</u> which number maleng as there are less than three (3) stockholders, the stockholders, and the name(s) of the director(s) and qualified is/are	e number of directors may be less than
	Shelia A. Ellis		
FIGURE II	AL WITNESS WHEREOF I have	e signed these Articles and acknowledge the same	to be my act
			to be my act.
RETURN T		SIGNATURE(S)	1 900
	T. A. Davis	FIL Extende	A. Elli
	1023A Maryland Av		
	Hagerstown, Maryl	Land 21740 DEC 16 12 55 PH '92	
ATS-113		CENNE - WEAVER, CLERK	99645009
		[1¥	22618032

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: AM T

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



OURT

# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

осим	ENT CODE _		BUSINESS CODE		COUNTY	
<u> </u>		P.A.	Religious	Close	Stock _	Nonstock
Mergi (Tran	ng sferor)			iving insferee)		
CODE	AMOUNT	FEE REMITTED	Nam	e Change		
10	30	Expedited Fee Organ. & Capitaliz	(Ne	W Name)		
61	20	Rec. Fee (Arts. of	Inc.)			
62		Rec. Fee (Amendmen				
63		Rec. Fee (Merger o Consolidation)				
64		Rec. Fee (Transfer		Char	nge of Name	1 Office
65		Rec. Fee (Dissolut			nge of Principa nge of Resident	
66 52		Rec. Fee (Revival) Foreign Qualificat			nge of Resident	
50		Cert. of Qual. or	Reg.		ress	*
51		Foreign Name Regis	stration		ignation of Res ignation of Res	
13 56		Certified Co	ору	and	Resident Agent	's Address
54		For. Supplemental	Cert.		er Change	
53		Foreign Resolution				
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76		Certificate of Me	rger/Transfer			
				Code		
75		Special Fee				
80		For. Limited Part		ATTENT	rion:	
83 84		Cert. Limited Pa Amendment to Limi		ATTENT	1000.	
85		Termination of Li	mited Partnership			
21		Recordation Tax				
22		State Transfer Ta		-		
31		Corp. Goo	od Standing			
NA		Foreign Corp. Reg	gistr <mark>ation</mark> Part. Good Standing		O ADDRESS:	
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91		Amend/Cancellation	on, For. Limited Pa	art.	,	
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TOT FEE						
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		check	04311	11012.		3448 1778
	De	ocuments on	_ checks			

CLERK OF THE CIRCUIT COURT.
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF AMERICLEAN INC.

APPROVED A	ND I	RECEIVED	FOR RE	ECORD B	Y THE ST	TATE DEP	PARTMENT OF	ASSESSMENTS	AND TAXATION	
OF MARYLAN	ND	SEPTEM	1BER	16,	1992	AT	11:37	O'CLOCK	A • M. AS IN CONFORMITY	
WITH LAW AND ORDERED RECORDED.										

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20 - 00

20-00

D3503059

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: T. A. DAVIS 1023-A MARYLAND AVENUE HAGERSTOWN

MD 21740

057C3061497 **A** 401935

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

B448 1776

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Articles of Incorporation

Of

The Locked Door Inc.

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

FIRST:	The name of the corporation is The Locked Door Inc.							
	The period of its duration is Perpetual							
THIRD:	The purpose(s) for which the corporation is organized are: To operate as a retail clothing company and tranact any other lawful business							
	activity for which this corporation may be incorporated							
FOURTH:	The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of (no par value) common stock, one class no series,  , for a total authorized capital of O							
FIFTH:	The corporation will not commence business until at least One Thousand Dollars have							
	been received by it as consideration for the issuance of shares.							
SIXTH:	Cumulative voting of shares of stock is not authorized.							
SEVENTH:	Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares							
	of the corporation are: None							
EIGHTH:	Provisions for the regulation of the internal affairs of the corporation are:							
	bylaws which shall be adopted by the majority of the directors							
NINTH:	The address of the initial registered office of the corporation is: 1524 Crestview Ave.  Hagerstown, Md. 21740							
	and the name of its initial registered agent at such address is Paula J Webb							
TENTH:	Address of the principal place of business is 6 West Franklin Street  Hagerstown, Md. 21740							
ELEVENTH:	The number of directors constituting the initial board of directors of the corporation is							
	shareholders or until their successors are elected and shall are:							
	Name FILED 87 90H 26, Address							
	Paula J Webb 1524 Crestview Ave Hagerstown							
	22588479 DEC 16 12 55 PH '92							
	Tadas Dash							

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY
The name and address of each incorporator is: Name Address 117 West Third Street
Waynesboro, Pa. 17268 Natalie Newcomer day of Juneu y In witness wherof, the incorporator(s) have hereunto set their hands this

NOTARIAL SEAL

EATER FOR A SECRETARIAN MODERY Public

Unity preference before Freehilden Constant Par

By Constantion English Ornober 36, 1998

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: AN

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

DOCUMENT CODE			BUSINESS COL				71		
#		P.	A Religio		Close _	Stock	_ Nonstock		
Merging (Transferor)		Surviving (Transferee)							
				***					
CODE	AMOUNT	FEE REMITTED		Name Cha	ange				
10 20 61	20	Expedited Fee Organ. & Capita Rec. Fee (Arts.		(New Nar	ne)				
62 63		Rec. Fee (Amenda Rec. Fee (Merge	ment)				,		
64 65 66 52 50		Consolidation) Rec. Fee (Trans Rec. Fee (Disso Rec. Fee (Reviv Foreign Qualifi Cert. of Qual.	lution) al) cation or Reg.		Change Change Change Addres		gent gent		
51 13 56 54 53 73		Foreign Name ReCertified Penalty For. Supplement Foreign Resolut Certificate of	al Cert.		Design	nation of Residention of Resident Agent's Change	dent Agent Address		
76		Certificate of	Merger/Transfer						
75 80 83 84 85		Termination of	Partnership imited Partnershi Limited Partners		Code	N:			
21 22 23 31 NA 87 71		Recordation Ta State Transfer Local Transfer Corp. Foreign Corp. Limite Financial	Tax Tax		Finance	DDRESS:	ie Calini		
70		late filing pe Change of P.O. Amend/Cancella Other	ts and nalties , R.A. or R.A.A. tion, For. Limit	ed Part.	12 al	bot Third.	17268		
TOTAL FEES	40	/							
	•	Check	Ca	sh	NOTE:		3448 D48		

00046 00504 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF THE LOCKED DOOR INC.

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

OF MARYLAND AUGUST

28, 1992 AT

10:00 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20-00

20-00

D3501798

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: FINANCIAL SERVICES UNLIMITED, INC 117 WEST THIRD STREET WAYNESBORD PA 17268

055C3061264

A 401756

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS 0046 00505TE DEPARTMENT OF ASSESSMENTS CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY APPROVED FOR PAYMENT 9-10-92 at \_ CONCERNED CITIZENS GROUP, INC. ARTICLES OF INCORPORATION I, Richard W. Douglas, whose post office address is 21 Summit Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a non-stock corporation under the General Laws of the State of Maryland. FIRST: The name of the Corporation, which is hereinafter called the "Corporation", shall be: CONCERNED CITIZENS GROUP, INC. The Corporation is organized and shall be operated exclusively as a non-stock charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively the "Internal Revenue Code") for the following purposes: a. To undertake community activities which will enhance the quality of life in the area surrounding sabillasville, Maryland. b. To engage in any lawful activities which are in furtherance of the purposes of the Corporation as restricted herein. c. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any

political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

DEC 16 12 55 PH '92

22558107 2214

LENNICE WEAVER, CLERK

1

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- d. The Corporation is organized exclusively for charitable and educational purposes, all for the public welfare and in furtherance of these purposes, to take, purchase, hold, sell, convey, lease, mortgage, pledge, invest, reinvest the principal thereof, deal with and expend income therefrom, receive in trust pursuant to the terms of any will or trust instrument or otherwise acquire or dispose of, for the foregoing purposes, property, real, personal or mixed, without value limitation except as imposed by law, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for more than "charitable purposes" within the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.
- e. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

THIRD: The post office address of the principal office of the Corporation in Maryland is 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. The resident agent is Ronald Z. Sulchek, whose address is 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of and resides in the state of Maryland.

FOURTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

FIFTH: The number of Directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors, who shall act until the first annual meeting or until their successors(s) are duly chose and qualified, are: Joseph Kuhn, Ronald Z. Sulchek, Mearl McCleaf, and Lorraine Kuhn.

SIXTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

to its impracticable or inexpedient nature, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, and pursuant to a plan of distribution adopted by the Directors distribute, transfer, convey, deliver and pay over to any other charitable organization of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

SEVENTH: The Corporation may through By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of Directors and Officers, no Director or Officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or By-Laws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: The Corporation reserves the right to make, from time to time, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act this 8th day of September, 1992.

WITNESS:

Flagget Richard W. Douglas

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

DOCUME	ENT CODE _	0239	BUSINESS COD	E 04	7	COUNTY	71
#		P.A.	Religiou	s C	lose	Stock	Nonstock
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+							
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76	-	Certificate of Merg	er/Transfer				
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		uments on	checks			74	147 2217
	APPROVED	BY: IM					

# 00046 00509 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CONCERNED CITIZENS GROUP, INC.

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

OF MARYLAND SEPTEMBER 10, 1992 AT

2:22 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3501129

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE

MD 21217

05403061168

A 401681

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 2213

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



### CORPORATION RECORDS

### 00046 00510

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLE OF INCORPORATION

HAPPY TRAILS FAMILY CAMPGROUND,

THIS IS TO CERTIFY THAT:

FIRST: I, CHARLES L. MILBURN, whose post off ce address is Rt. 4, Box 39A, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

HAPPY TRAILS FAMILY CAMPGROUND, INC.

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

- To establish and carry on the business of a family (1)recreational center; to engage in the business of selling food and beverages; to engage in the business of renting cabins and other accommodations for the general public and to construct such facilities as may be necessary in connection with the same; and to carry on any other lawful business whatsoever in connection with any of the foregoing or which is calculated directly or indirectly to promote the interest of this corporation, or to in any way enhance the value of this corporation.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt. 4, Box 39A, Hagerstown, MD, V 21740. The name and post office address of the Resident Agent of the Corporation in this State is Shelva J. Milburn, Rt. 4, Box 39A, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$Foo. 60.00) Dollars par value, divided into ten thousand (10,000) shares of the par value DEC 16 12 55 PH '92

of Ten (\$10,00) Dellats Rashasments AND TAXATION

LENNIC 22548410 2187

APPROVED FOR PAYMENT

9-10-92 at 10:01a.m.

POOLE, ~

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles L. Milburn and Shelva J. Milburn.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of July , 1992, and I acknowledge the same to be my act.

WITNESS:

Charles L. Milburn

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

HEREBY CERTIFY, that on this day of 1992, before me, the undersigned, a Notary Public is and for the State and County aforesaid, personally appeared, Charles L. Milburn, known to be (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 6/1/96

Margaret of Sluyer

3447 2188

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUMENT CO	V	ODE
#	P.A Religio	ous Close Stock Nonstock
Merging (Transferor	)	Surviving (Transferee)
10 20	Expedited Fee Organ. & Capitalization	Name Change (New Name)
61 <del>20</del> 62 — 63 — 64	<pre>Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer)</pre>	Change of Name
65 66 52 50 51 13 56 54 53 73	Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution	Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76	Certificate of Merger/Transfer	- code 162
75 80 83 84 85 21 22 23 31 NA 87 71 600	Amendment to Limited Partnershi Termination of Limited Partners Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing	ATTENTION: ip ship anding
70	Property Reports andlate filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limite Other Other	ed Part.
TOTAL 4	Check Ca	.sh <u>NOTE:</u>
APPF	Documents on checks	3447 2189

# 00046 00513 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

HAPPY TRAILS FAMILY CAMPGROUND, INC.

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

OF MARYLAND SEPTEMBER 10, 1992 AT 10:01 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3501061

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: HYLIND INFOQUEST, INC. ATTN: HELEN 307 DOLPHIN ST. BALTIMORE

MD 21217

054C3061162

A 401675

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

B447 2186

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS 00046 00514

8

STATE DEPARTMENT OF RUSEOSECHIO AND TAXATION

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

09/10/92 at -8:38a m.

THE WASHINGTON COUNTY CONVENTION & VISITORS FOUNDATION, INC.

(a non-stock corporation)

#### ARTICLES OF INCORPORATION

FIRST: I, Ralph H. France, II, whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

### THE WASHINGTON COUNTY CONVENTION & VISITORS FOUNDATION, INC.

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

The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the

DEC 16 12 55 PM '92

CENNIC & WEAVER, CLERK

2254895297

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions In furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Law).
- (c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:
- (1) To promise and offer Washington County, Maryland as a place for conventions, tourism and civic events, and to provide a systematic effort for the financial support of the above purposes.
- (2) To solicit groups to hold conventions, meetings, trade shows, exhibitions and other events in Washington County, Maryland by means of all forms of advertising and promotion, and to advise and assist meeting planners in arranging conventions in Washington County, Maryland.
- (3) To select and contract for the utilization of exhibition and meeting space in public and private facilities in Washington County, Maryland.
- (4) To report to appropriate persons, organizations and governmental entities information concerning conventions, meetings, trade shows, exhibitions and other events held in Washington County, Maryland.
- (5) To perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted by organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

FOURTH: The present address of the principal office is 100 West Washington Street, Room 213, Hagerstown, Maryland 21740. The name and address of the resident

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

agent of the Corporation in this State are Ralph H. France, II, Esquire, Room 213, 100 West Washington Street, Hagerstown, Maryland 21740. Said resident agent Is a citizen of the State of Maryland who resides there.

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

SIXTH: The number of Directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are:

### Georgene Charles and Paul Waggoner

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may be its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

- (a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.
- (b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States,

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

- TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed Income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8 day of September, 1992, and I acknowledge same to be my act.

RALPH H. FRANCE.

3447 197

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

THE WASHINGTON COUNTY CONVENTION & VISITORS FOUNDATION, INC.

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

OF MARYLAND SEPTEMBER 10, 1992 AT

8:38 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3500667

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 199

RETURN TO:
RALPH H. FRANCE, II, ESQUIRE
100 WEST WASHINGTON ST., RM. 213
CGUNTY ADMINISTRATION BLDG.
HAGERSTOWN MD 21740

054C3061122

A 401642

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 1975

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT APPROVED FOR PAYMENT
WASHINGTON COUNTY 9-10-92 8:25a.m.,

ARTICLES OF INCORPORATION
FOR
TWILIGHT'S, INC.

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Twilight's, Inc.

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

(1) To engage in the business of operating one or more restaurants, delicatessens, grocery stores, etc.; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 43 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Patricia J. Pishvaian, 43 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

Michael M. Pishvaian FIL Patricia Jean Pishvaian

22548285

SEVENTH: The following provisions are hereby adopted for the purpose point defining, limiting, and regulating the powers of the corporation, and of the Directors and Stockholders: 3447 1667

The Board of Directors of the Corporation is hereby

ssberg & DiGirolamo leys at Law Vest Washington Street

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

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

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

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

- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present, or former director of officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, st a duly constituted meeting of a majority of all votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

other than a present or former Director of Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of 50 , 1992, and I acknowledge the same to be my voluntary act and deed.

Witness Kingner

Roger Schlossberg

(SEAL)

erg & DiGirolamo at Law

Washington Street

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF TWILIGHT'S, INC.

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

OF MARYLAND SEPTEMBER 10, 1992 AT

8:25 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

D3500378

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: SCHLOSSBERG & DIGIROLAMO ATTN: RCGER SCHLOSSBERG 134 WEST WASHINGTON STREET P.O. BOX 4227

HAGERSTOWN

MD 21741 4227

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RECORDED IN THE RECORDS OF THE

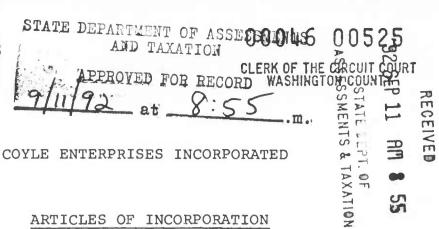
STATE DEPARTMENT OF ASSESSMENTS

3447 1666

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS



FIRST: The undersigned, Robert C. Brown, whose post office address is 8357 Main Street, Ellicott City, Maryland 21043, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, which is hereafter called the Corporation, is Coyle Enterprises Incorporated.

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

To design, manufacture, assemble, and sell precision cases to house and hold all kinds of electronic machines, devices, appliances, engines, computers and systems.

To engage in the business of precision sheet metal and plastic fabrication for all types and kinds of commercial, industrial and consumer uses, without limitation.

To equip, maintain, and operate a metal fabrication shop. To design and manufacture dies, machinery, and all things made wholly or partly from metals. To do repairing, moulding, pattern-making,

metal stamping and cutting, and metal work of all

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

To generally deal in metal work and goods of every kind and description, and stamped metal goods for every purpose whatsoever; to conduct the business of stamping and fabricating.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto. FOURTH: The post office address of the principal office

of the Corporation in Maryland is 1003 Governor Lane Blvd.,
P. O. Box 408, Williamsport, Maryland 21795. The name and
post office address of the resident agent of the Corporation
in Maryland is Robert C. Brown, 8357 Main Street, Ellicott
City, Maryland 21043. Said resident agent is a citizen 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) a share, all of one class, and having an aggregate par value of one hundred thousand dollars (\$100,000.00).

SIXTH: The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers of this Corporation, and their respective heirs, administrators, successors, and assigns, against any

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

SEVENTH: In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors
may exercise all such powers and do all such acts and things as
may be exercised or done by the Corporation, subject, nevertheless,
to the provisions of the laws of this state, of this certificate,
and the Bylaws of the Corporation.

EIGHTH: The following provision is hereby adopted for the purpose of defining the powers of the directors:

The Board of Directors shall be permitted to authorize and direct the issuance of the outstanding and unissued shares of common stock of the Corporation, and to sell and dispose 247 1546

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

any such share for such consideration permitted by law, without other authority, consent or vote of shareholders of the Corporation.

NINTH: The number of directors of the Corporation shall be two (2), not less than one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Ronald W. Coyle and Nancy J. Coyle.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on September 10, 1992.

taula B. Breaux Robert C. Bi

I HEREBY CERTIFY that on September /0, 1992, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Howard, personally appeared Robert C.

Brown, and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires: January 1, 1996

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

BAS



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF COYLE ENTERPRISES INCORPORATED

OF MARYLAND	SEPTEMBER	11,	1992	AT	8:55	O.CFOCK	A • M. AS IN CONFOR	RMITY
WITH LAW AND	ORDERED RECORD	ED.						
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*	20.00		\$		20.00	_	\$	

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

D350C121

RETURN TO: RCBERT C. BROWN 8357 MAIN STREET ELLICCTT CITY

MD 21043



05303061025

A 401551

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# STATE DEPARTMENT OF ASSESSMENTS 00046 00531 ARTICLES OF INCORPORATION FOR A SHINGTON COUNTY

FIRST: The undersignedJack D. m	Shufelt
1745 Edge	#3
whose address is	ewood Hills Circle, Hagerstown, MD 21740
under the laws of the State of Maryland.  SECOND: The name of the corporation Is	Tri-State Bowling Association, Inc.
THIRD: The purposes for which the corpo	oration is formed are as follows:Supervision & enforcement o
uniform rules & regulation	ons governing the game of Duckpins, as adoption
National Duckpin Bowling	Congress, for all member leagues & individuals
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CLERK OF THE CIRCUIT COURT

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

> **Room 809** 301 West Preston Street Baltimore, Maryland 21201

### **GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION** FOR A "NONSTOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. Al! items must be typed. Forms filled in by hand will not be accepted.

FIRST: Insert the names and addresses of the individuals who are incorporating. One or more individuals

can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND:

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult

your attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

Insert the address of the principal place of business. It must be a specific address in Maryland FOURTH:

and must include street, city and zip code. It cannot be a post office box.

This is the name and address of an agent designated to accept service of process if the corpora-FIFTH: tion is summoned to court for any reason. The agent must be either an adult citizen of Maryland

or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as

its own resident agent.

SIXTH:

Insert the name of at least one adult. This individual does not have to be a resident of Maryland. SEVENTH:

EIGHTH: Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appro-

priate place for language required by the Internal Revenue Service. If more space is required,

type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or

carbon) signatures of all the people listed in First and no one else may sign here. No witness or

notary is required.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FFES

The fee to file Articles of Incorporation is \$40.00.

60111

TELEPHONE/(301) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



OURT
Y Department of Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

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ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
JACK D. SHUFELT
1745 EDGEWOOD HILLS CIRCLE, #3
HAGERSTOWN MD 21740

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

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AND TAXATION OF MARYLAND IN LIBER, FOLIO.



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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AND TAXALLCA APPROVED FOR REGORD

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### ARTICLES OF INCORPOR WEST IRVIN HEIGHTS COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

#### ARTICLE 1

The name of the Corporation is West Irvin Heights Community Association, Inc., hereafter called the "Association".

### **ARTICLE 11**

The principal office of the Association is located at 120 North Jonathan Street, Hagerstown, MD 21740. ECEIVE

### **ARTICLE 111**

Roger Schlossberg, whose address is 134 W. Washington Street, Hagerstown, Washington Maryland 21740, is hereby appointed the resident agent of the Association.

#### ARTICLE 1V

The terms "Association", "Common Area", "Company", "Lots", "Owner", and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the West Irvin Heights Townehomes Declaration of Covenants, Conditions and Restrictions intended to be recorded among the Land Records of Washington County, Maryland (the "Declaration").

### ARTICLE V

#### PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any

chlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;
- (d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of the members, and
- (g) have and to exercise any and all powers, rights and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

#### ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

erg & DiGirolamo s at Law

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Company and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members; however, for purposes of a quorum they shall be treated as a single member. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member(s) shall be the Company and shall be entitled to three votes for each Lot Owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
  - (b) on the ninth anniversary of the date of the Declaration.

Provided, however, that the Class B Membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the Company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

### ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

David R. Rider 1051 Lindsay Lane Hagerstown, MD 21740

Nancy E. Rider 1051 Lindsay Lane Hagerstown, MD 21740

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street
Hagerstown, Mandand 21740

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Tammie Shomette 1273 Lindsay Lane Hagerstown, MD 21740

These Directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the even of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

#### ARTICLE IX

#### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

#### ARTICLE X

The Association shall exist perpetually.

#### ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, and amend or change any of the terms or provisions of these Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power and authority of the Company may be exercised if and only if either the Veterans Administration or the Federal Housing Administration or any similar or successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof or any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Association or any successor agencies thereto approve the Property or any part thereof or any Lot therein for Federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen years of age, has executed these Articles of Incorporation this day of September, 1992, for the purpose of incorporating this Association.

Roger Schlossberg

otary Publ

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this Aday of September, 1992, before me, a Notary Public, in and for the State and County aforesaid, personally appeared Roger Schlossberg, who did acknowledge that he executed the aforegoing Articles of Incorporation as his voluntary act and deed and further acknowledged the representations contained therein as true and correct.

Witness my official hand and notarial seal.

MY COMMISSION EXPIRES:

12-1-94

Schlossberg & DiGirolamo Attorneys at Law

134 West Washington Street Hagerstown, Maryland 21740

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## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



T COURT
INTY Department of Assessments and Taxation **CHARTER DIVISION** 

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF
WEST IRVIN HEIGHTS COMMUNITY ASSOCIATION, INC.

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

OF MARYLAND SEPTEMBER

9, 1992 AT

9:38 o'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3499647

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO:
RCGER SCHLOSSBERG, ATTORNEY
P.O. BOX 4227
HAGERSTOWN MD 21741 4227

05303060977

A 401508

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 1277

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



#### CORPORATION RECORDS

#### LEPRECHAUN'S BINGO, INC.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### A CLOSE CORPORATION UNDER TITLE 4

#### ARTICLES OF INCORPORATION

27 AM 10 22 FIRST: I, Jeremiah T. Clem and Mark A. Laing whose post in the state of the state of the state of the State of Maryland.

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

#### LEPRECHAUN'S BINGO, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4.

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

- (1) to provide entertainment of games and service to the general public; and to engage in any other lawful purpose and/or business, and
- (2) to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is located at 1100 Bower Avenue, Suite 12, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald L. Shindle, 16925 Virginia Avenue, Williamsport, Washington County, Maryland 21795. Said Resident

APPROVED FOR PAYMENT 22478221

9-3-92 at 9:02 a.m.

Agent is an individual actgarage process that a state. WASHINGTON COUNTY

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five hundred (500) shares of common stock, of par value of \$1.00 a share, and having an aggregate par value of \$500.00.

SEVENTH: Not applicable.

EIGHTH: The number of Directors of the corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

- (1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and
- (2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Mark A. Laing, whose post office address is 504 Hollingsworth Drive, Winchester, VA 22601, and Jeremiah T. Clem, whose post office address is 504 Hollingsworth Drive, Winchester, VA 22601.

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

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

CLERK OF THE CIRCUIT COURT

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

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

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

TENTH: The duration of the Corporation shall be perpetual.

CLERK OF THE CIRCUIT COURT IN WITNESS WHEREOF, We havewastynced English Articles of Incor
poration on this $25^{TH}$ day of AUGUST, 19 92
and severally acknowledge the same to be our acts.
Gerald & Shindle  MITNESS  MARK A. LAING  MITNESS  WITNESS  WITNESS  MARK A. LAING  JEREMIAH T. CLEM

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator J. S.



URT

Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF LEPRECHAUN'S BINGO, INC.

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

SEPTEMBER 3, 1992 AT OF MARYLAND

9:02 O'CLOCK

A .M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3497542

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: JEREMIAH T. CLEM MARK A. LAING 504 HOLLINGSWORTH DRIVE WINCHESTER VA 22601

> > 05103060700

A 401281

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

T446 2583

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



OTALE DEPARTMENT OF ASSESSMENTS

AND TAXATION

00046 00548

CORPORATION RECORDS

APPROVED FOR PAYMENT

CLERK OF THE CIRCUIT COURT APPROVED F
WASHINGTON COUNTY 9-4-92 at

THE MORNING STAR SINGERS, INC. A Non-Profit Corporation

#### AMENDED ARTICLES OF INCORPORATION

FIRST: I, Donald C. Sneckenberger, whose post office address is 924 Rose Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is THE MORNING STAR SINGERS, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or for the foregoing purposes, or some of them; and, in general to 2304

E REMEMBERSHA

22488434

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following: To spread the gospel of Jesus Christ and to raise money to donate to Christian schools through gospel singing shows, performances, and the sale of gospel music.

FOURTH: The post office address of the principal office of the Corporation in this State is 924 Rose Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Donald C. Sneckenberger, 924 Rose Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Donald C. Sneckenberger, Carolyn R. Everitts, Ann Garland, and Parcenia Trumpower.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SEVENTH: Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

- (a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.
- (b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.
- TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 30 day of September, 1992, and we acknowledge the same to be our act.

WITNESS:

Run Robinson

Donald C. Sneckenberger

SS SEP 4 PM 12 90 SECTION (

3446 2307

#### STATE OF MARYLAND

WILI IAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION OF THE MORNING STAR SINGERS, INC.

PPROVED AND	RECEIVED FOR RE	CORD	BY THE S	TATE D	EPARTMENT (	OF ASSESSMEN	TS AND TAXATION
F MARYLAND	SEPTEMBER	4,	1992	AT	12:20	O'CLOCK	P • M. AS IN CONFORMITY
ITH LAW AND	ORDERED RECORD	ED.					
ORGANIZATION AN					PAID:		SPECIAL FEE PAID:
			•		20.00	•	

D3311909

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
LAW OFFICES ROBINSON & ROBINSON
ATTN: RUSS ROBINSON, III
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

05003060690

A 401266



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3446 2303

CURPORATION RECORDS 5 4

ARTICLES OF INCORPORATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CATSU, INC.

APPROVED FOR RECORD

09/03/92 at 9:00 a .m.

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

I, Susen W. White, whose poet office address is 218 East Chapline Street, Sherpaburg, Maryland, 21782, being at least eighteen (18) years of egs, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

The neme of the corporation (which is hereafter SECOND: referred to as the "Corporation") is CATSU, Inc.

The Corporation shell be a close corporation as authorized by Title Four of the Corporationa and Associationa Article of the Annotated Code of Maryland, as amended.

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

- (1) To provide a cleaning service to residential and commarcial customers; and to engage in any other lawful purpose and/or buainaaa; and
- (2) To do anything parmittad by Saction 2-103 of the Corporations and Associations Anticla of the Annotetad Code of Maryland, as amended from time to time.

The post office address of the principal office of the Corporation in this State is 218 East Chapline Street, Sherpsburg, Maryland 21782. The nama end post office address of tha Resident Agent of the Corporation in this State is Sugan W. Whita, 218 East Chapline Street, Sharpsburg, Marylend, 21782. Seid Reeident Agent ia en individual actuelly reciding in this State.

The total number of shares of cepital stock which the Corporation has authority to leave is 10,000 shares of stock with a par velue of \$1.00 per shere.

The Corporation electe to heve a Board of Directors. SEVENTH:

Until the election to have a Board of Directors becomes effective, there ehell be two (2) directors, whose namee are Susan W. White end Cathy L. Bean.

(1) As used in this Article EIGHTH, eny word or words thet are defined in Section 2-418 of the Corporations and Associations Articla of the Annotated Code of Maryland (tha "Indemnification Section"), as emended from time to time shall have the meaning as provided in the EILFEB Indemnification Section.

PER 22478289 3446 0926

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

WITNESS:

Catha Bean

Susan W. WHITE

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

I HEREBY CERTIFY, That on this 2 No day of September 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, parsonally appeared Susan W. White and acknowledged the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seel.

SEP 3 RM 9 15 PT. OF BTAXATION

COMMISSIO - EXPIRES

3446 0927

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00046 00006

# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF CATSU, INC.

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

OF MARYLAND SEPTEMBER 3, 1992 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

20-00

20.00

D3496809

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
SUSAN W• WHITE
218 EAST CHAPLINE STREET
SHARPSBURG MD 21782

05003060533

A 401132

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3446 0925

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



STATE DEPARTMENT OF ASSUSSMERTS AND TAXATION APPROVED FOR PAYMENT 08/27/92 at 10:04

## CORPORATION RECORDS 00046 00558

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CMTK INVESTMENT ENTERPRISES, INC. ARTICLES OF INCORPORATION

· '92 AUG 27 AM IC ny FIRST: I, Charles H. Waltemire, Jr., whose post office address is 11320 Manse Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

#### CMTK INVESTMENT ENTERPRISES, INC.

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

- To engage in the restaurant business, management and marketing and to provide services related to the same; and to engage in any other lawful purpose and/or business.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 11320 Manse Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is G. Clair Baker, Jr., 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than (3), but not less than (1); and
- If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

DEC 16 12 56 PH '92

 $22408\overset{3446}{270}^{0432}$ 

LENNIC U. WEAVER, CLERK

BY: \_

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Mary Ellen Waltemire Charles H. Waltemire, Jr.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

- NINTH: (1) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may 3446 0433

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of August, 1992, and I acknowledge the same to be my voluntary act and deed.

J. Com Boly Charles H. Waltemire, Jr.

WITNESS:

#### **STATE OF MARYLAND**

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

Mergin (Trans	ng sferor) _		Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	Name Change
10 20 61 62 63	20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation)	(New Name)
64 65 66		Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent
50 51 13 56 54 53	8	Cert. of Qual. or Reg. Foreign Name Registration Certified Copy 3 Penalty For. Supplemental Cert. Foreign Resolution	Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
73 76		Certificate of Conveyance  Certificate of Merger/Transfer	
75 80 83		Special Fee For. Limited Partnership Cert. Limited Partnership	Code
84 85 21		Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax	nip
22 23 31 NA 87	12	State Transfer Tax Local Transfer Tax  Corp. Good Standing Foreign Corp. Registration	9494 A MAIL TO ADDRESS:
71 600		Financial Perperty Reports and	rsonal
70 91		late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limite Other Other	d Part. Hagerstown, MD 21740
TOTAL FEES	60		h NOTE: Copymade 3445 0435

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

CMTK INVESTMENT ENTERPRISES, INC.

APPROVED AND I	RECEIVED FOR REC	ORD BY	THE ST	ATE DEP	ARTMENT OF	ASSESSMEN	NTS AND TAXATION	
OF MARYLAND	AUGUST	27,	1992	AT	10:04	O'CLOCK	A • M. AS IN CONFORM	<b>AITY</b>
WITH LAW AND C	RDERED RECORDE	O.						
		-				_		
ORGANIZATION AND CAPITALIZATION FEE P				RECORDI FEE PAI			SPECIAL FEE PAID:	
s 20	0.00		S		20.00		\$	

D3496510

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TC: G. CLAIR BAKER, JR. 138 WEST WASHINGTON ST., RM. 216 HAGERSTOWN MD 21740

04903060408

A 400719



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3446 0431

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLES OF INCORPORATION

OF

#### DASH SERVICES, INC.

A Maryland Close Corporation Organized Pursuant to Title Four of the Maryland Corporations & Associations Code Annotated

FIRST: The undersigned incorporator, Vincent John Piazza, whose post office address is 6507 York Road, Baltimore, Maryland 21212, being at least eighteen (18) years old, does hereby form a corporation under the laws of the State of Maryland, including particularly Title Four of the Maryland Corporations and Associations Code Annotated (hereafter referred to respectively as "Title Four" and the "Code").

SECOND: The name of the corporation (hereafter referred to as the "Corporation") is DASH SERVICES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four.

FOURTH: The Corporation is formed for the following purposes:

- (A) To engage in the business of airline ticket courier services in Maryland and in any other state, territory or possession, including the District of Columbia, where permitted by local law; and
- (B) To do anything permitted by law and by Section 2-103 of the Code.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 19407 Spring Valley Drive, Hagerstown, Maryland 21747. The name of the resident agent of the Corporation, who actually resides in Maryland, is David C. Hanlin, and such agent's post office address is 19407 Spring Valley Drive, Hagerstown, Maryland 21747.

SIXTH: The total number of shares of stock which the Corporation has the authority to issue is one thousand (1,000), of which four hundred (400) shares are voting common stock without par value, three hundred (300) shares are non-voting common stock without par value, and three hundred (300) shares are preferred stock with a par value of One Dollar (\$1.00) per share, amounting the appropriate provalue for Marketing and three stock of Three

OEC 16 12 56 PH '92

APPROVED FOR RECORD

12446 0173

12468138

hundred Dollars (\$300.00). All three types of stock shall be identical in all respects except that only the voting common stock shall be entitled to vote (other than as provided in Section 4-504 of Title Four), only the preferred stock shall be paid interest on a non-cumulative annual basis of six percent (6%) of par value and the preferred stock shall be preferred over both classes of common stock as to dividends and upon liquidation.

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until his successor(s) is duly chosen and qualified is David C. Hanlin.

EIGHTH: Notwithstanding anything to the contrary in the Charter of the Corporation or in the laws the State of Maryland, the affirmative vote of all shares of stock entitled to be cast by all shareholders entitled to vote on such matter shall be necessary:

(A) To amend the Charter of the Corporation;

(B) To consolidate the Corporation with one or more corporations to form a new consolidated corporation;

(C) To merge the Corporation into another corporation or

merge one or more other corporations into the Corporation;
(D) To issue shares of stock of any class now or hereafter authorized;

(E) To sell, lease, exchange or otherwise transfer all, or substantially all, of the property and assets of the Corporation, including its goodwill; and/or

(F) To participate in a share exchange (as defined in the Code) as the corporation the stock of which is to be acquired.

NINTH: Any director, officer or stockholder of this Corporation may have, individually, collectively or as a business enterprise, a direct or an indirect interest in any contract or other transaction between the Corporation and another business entity; provided, however, that if any such person has such a direct or indirect interest, such fact shall be disclosed to a majority of the shareholders of the Corporation prior to any shareholder action or non-action on such matter; and provided further that any such person who has such an interest may be counted in determining the existence of a quorum at a meeting of the shareholders of the Corporation wherein any such contract or transaction is authorized, with like force and effect as if such person did not have a direct or indirect interest in such contract or other transaction.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

TENTH: The Corporation may, but shall not be required to indemnify a director, officer, employee or agent (hereafter referred to as "corporate representative") in connection with a proceeding as permitted in this Article TENTH and to the fullest extent permitted by and in accordance with Section 2-418 of the Code. To the extent that a corporate representative successfully defends himself on the merits or otherwise in any proceeding, including a proceeding brought by or on behalf of the Corporation, such indemnification against expenses actually and reasonably incurred in relation to the proceeding shall include, by way of illustration but not limitation, all costs, attorney's fees and judgments, fines and amounts paid in settlement, and shall only be granted in each specific case by and with the unanimous consent of all stockholders. Any word(s) used in this Article TENTH shall have the same meaning as provided in Section 2-418 of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledged the same to be his act and deed on this 31th day of August, 1992.

WITNESS:

Burrey youngon

Vincent John Piazza

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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10			New	Name)		
20	20	Organ. & Capitalization				
61	20	Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or Consolidation)				
64		Rec. Fee (Transfer)		Change of	Name	
65		Rec. Fee (Dissolution)		Change of	Principal Of	fice
66		Rec. Fee (Revival)		Change of	Resident Age	ent
52		Foreign Qualification		Change of	Resident Age	ent
50		Cert. of Qual. or Reg.		Address		
51		Foreign Name Registration		Resignatio	n of Resider	it Agent
13		Certified Copy	-		n of Resider	
56		Penalty	-		nt Agent's A	
54		For. Supplemental Cert.			ge	
53		Foreign Resolution			.,	
73		Certificate of Conveyance		Annual value v	no di Propri	
76		Certificate of Merger/Transfer				
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75		Special Fee		Code		
80		For. Limited Partnership				
83		Cert. Limited Partnership		ATTENTION:		
84	-	Amendment to Limited Partnership		ATTENTION.		
85	Made I from the Made	Termination of Limited Partnership	,			
21		Recordation Tax	,			
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31		Corp. Good Standing				
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# 00046 00567 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

DASH SERVICES, INC.

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

OF MARYLAND SEPTEMBER

2, 1992 AT

8:30 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3495934

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: KALLINA & ASSOCIATES 6507 YORK RCAD BALTIMORE

MD 21212

04903060350

A 400893

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

E446 0172



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS OF INCORPORATION AND TAXATION

APPROVED FOR RECORD

DYNAMARK, INC.

OF

THIS IS TO CERTIFY:

FIRST: That I, William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the law of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Dynamark, Inc.

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

- To engage in the sale, installation, servicing and monitoring of security systems for residential, commercial, industrial and governmental customers and to provide training of personnel engaged in such undertakings.
- To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- C. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contract, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in imitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporations formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State. FILED
- D. To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Appotated Code of Maryland, a amended from time to figure 12 56 11 3445 2952

LENNIC - WEAVER, CLERK 22468215

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in this State is 19833 Leitersburg Pike, Hagerstown, Maryland 21742-2068. The resident agent of the Corporation is Wayne E. Alter, Jr., whose address is 19833 Leitersburg Pike, Hagerstown, Maryland 21742-2068, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) no par.

SIXTH: The Corporation shall have three (3) Directors and Wayne E. Alter, Jr., James H. Snead and Maxie Putnam shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

- A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- B. The Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and
- C. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, William S. Barton, do hereby acknowledge these Articles of Incorporation to be my act, this 1st day of September, 1992.

William S. Barton

(SEAL)

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER



# Department of Assessments and Taxation CHARTER DIVISION

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10	29	Expedited Fee	(New Name)	
20	20	Organ. & Capitalization		
61	20	Rec. Fee (Arts. of Inc.)		
62		Rec. Fee (Amendment)		
63		Rec. Fee (Merger or Consolidation)		
64		Rec. Fee (Transfer)	Change of Name	
65		Rec. Fee (Dissolution)	Change of Principal Office	е
66		Rec. Fee (Revival)	Change of Resident Agent	
52		Foreign Qualification	Change of Resident Agent	
50		Cert. of Qual. or Reg.	Address	
51		Foreign Name Registration Certified Copy	Resignation of Resident As	_

13		Certified Copy	Designation of Resident Agent
56		Penalty	and Resident Agent's Address
54		For. Supplemental Cert.	Other Change
53		Foreign Resolution	Other change
73		Certificate of Conveyance	
13		certificate of conveyance	
76	-	Certificate of Merger/Transfer	
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75	1949 1	Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION:
84	-	Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31	6	Corp. Good Standing # 100	
NA		Local Transfer Tax  Corp. Good Standing #173817  Foreign Corp. Registration	MAIL TO ADDRESS:
87		Limited Part. Good Standing	
71		Financial	William Barton
600		Personal	2:= 601
		Property Reports and	207 S. Potomac St
		late filing penalties	// / 22 /
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91		Amend/Cancellation, For. Limited Part.	- go will want was
		Other	21740
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TOTAL FEES

Check

Cash

NOTE:

Documents on

checks

3445 2955

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF DYNAMARK, INC.

APPROVED AND RECEIVED F	R RECORD BY TH	E STATE DEPARTMENT (	OF ASSESSMENTS AND TAXATION
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OF MARYLAND SEPTEMBER

2, 1992 AT

8:36 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3495439

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

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

04803060300

A 401069

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

T445 2951

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



## CORPORATION RECORDS

# 00046 00573 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

08/28/92	at	10:00 q	. m .
			4 500 6

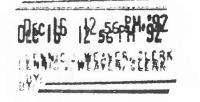
ARTICLES OF REVIVAL

**FOR** 

(Insert exact name of corporation as it	annears on records of the Sta
Department of Assessments and Taxation)	appears on records of the Sta
FIRST: The name of the corporation at the t SHOCKEY'S, INC.	ime the charter was forfeited wa
SECOND: The name which the corporation will u	use after revival is
SHOCKEY'S, INC.	
THIRD: The address of the principal office in	
THIRD: The address of the principal office in	this state is
THIRD: The address of the principal office in 30 SUMMIT AVENUE  HAGERSTOWN, MD 21740  FOURTH: The name and address of the resident	agent is
THIRD: The address of the principal office in 30 SUMMIT AVENUE  HAGERSTOWN, MD 21740  FOURTH: The name and address of the resident	this state is

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.



22418091

(1)

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C.  $\underline{\text{ONLY SIGN UNDER ONE SECTION.}}$ 

The undersigned who were respectively the <u>last acting</u> president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act. ast Acting President/Vice President Last Acting Secretary/Transurer (Use if A cannot be signed/acknowledged) B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act. Last Acting Director Last Acting Director Last Acting Director (Use if A and B cannot be signed/acknowledged) The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act. Director Director 3444 1958 Director (2)

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### AFFIDAVIT FOR REVIVAL OF A CHARTER

I, JOHN E. SHOCKEY, PRESIDENT of SHOCKEY'S, INC.
(insert name and title) (insert name of corporation)
hereby declare that the previously mentioned corporation has paid all State an
local taxes except taxes on real estate, and all interest and penalties due b
the corporation or which would have become due if the charter had not bee
forfeited whether or not barred by limitations.
John E. SHOCKEY
I hereby certify that on $\frac{\sqrt{2/9d}}{\text{(insert date)}}$ before me the
subscriber, a notary public of the State of Maryland, in and for(insert name
WASHINGTON COUNTY personally appeared of county for which notary is appointed) (insert name
JOHN E. SHOCKEY and made oath under the penalties of perjury that of person swearing)
the matters and facts set forth in this affidavit are true to the best of his

knowledge, information and belief.

As witness my hand and notarial seal

Saia C. Wingero (signature of notary public)

My Commission expires

4/15/96.

3444 1959

CLERK OF THE CIRCUIT COURT



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

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



The Court House

SERVING WASHINGTON COUNTY SINCE 1873 August 11, 1992

SHOCKEY'S INCORPORATED D-0196360

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

SHOCKEY'S INCORPORATED

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

> Todd L. Hershey, Treasurer Washington County, Maryland

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

City of Hagerstown, Maryland

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

August 12, 1992

Kline & Lipella, CPA ATTN: Mr. Kline 39 E Washington St Hagerstown, MD 21740

RE: Tax Clearance - SHOCKEY'S INC.

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

SHOCKEY'S, INC. ID #D0196360

have been paid to and including fiscal year July 1, 1991 to June 30, 1992. NO ASSESSMENT CERTIFICATION HAS BEEN RECEIVED FOR FISCAL TAX YEAR 1992-93.

Stephen Wolfensberger,

Wolfensberger

Treasurer

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



COURT

### Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE			county <u>7</u> /
# DO	01963	P.A Religio	us .	Close Stock Nonstoc
Mergi (Tran			Surv	iving insferee)
CODE	AMOUNT	FEE REMITTED	Name	Change
10		Expedited Fee Organ. & Capitalization		Name)
61		Rec. Fee (Arts. of Inc.)		
62 63		Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation)	Comment of the Comment	
64 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name
66 .	20	Rec. Fee (Revival)		Change of Principal Office Change of Resident Agent
52 50		Foreign Qualification Cert. of Qual. or Reg.		Change of Resident Agent Address
51		Foreign Name Registration		Resignation of Resident Agent
13 56		Penalty Certified Copy	-	Designation of Resident Agent and Resident Agent's Address
54 53		For. Supplemental Cert. Foreign Resolution	11 1	Other Change
73		Certificate of Conveyance		
76		Certificate of Merger/Transfer		5
26	30			Code
75 80	00	Special Fee For. Limited Partnership		
83		Cert. Limited Partnership		ATTENTION:
84 85		Amendment to Limited Partnership Termination of Limited Partnersh		John E Shockey
21		Recordation Tax State Transfer Tax		
23		Local Transfer Tax		
31 NA		Corp. Good Standing Foreign Corp. Registration		MATE TO ADDRESS.
87		Limited Part. Good Stand	ling	MAIL TO ADDRESS:
71 600		Financial Per	sonal	Shockeys 28-30 Summit Avenue
		Property Reports and late filing penalties		
70 91		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited		Hagerstown MO 21740
		Other		
	-	Other		-
TOTAL FEES	50			
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	Doc	uments on checks		
	APPROVED	BY: 8MA		3444 1962

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
SHOCKEY'S INC.

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

OF MARYLAND AUGUST

28, 1992 AT

10:00

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

30-00

D0196360

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1995

RETURN TO: SHOCKEYS ATTN: JOHNS E. SHOCKEY 28-30 SUMMIT AVE. HAGERSTOWN

MD 21740

045C3062842 A 400678

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3444, 1956



CORPORATION RECORDS

00046 00580

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR PAYMENT

08/28/92 at 9:48 9 .m.

ARTICLES OF VOLUNTARY DISSOLUTION OF KIMBER-ALLEN, INC.

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 240 North Prospect Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Lynn F. Meyers 82 West Washington Street Hagerstown, MD 21740

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

David E. Allen Lumbersland Birchwood Road Wilmington Dartford, Kent England DA 2 7HD

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

David E. Allen, President and Treasurer Lumbersland Birchwood Road Wilmington Dartford, Kent England DA 2 7HD

Christopher J. Anderson, Secretary 602 Potomac Avenue Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized and directed by the holders of all the issued and outstanding stock of the Corporation and, thus, was approved by said shareholders in the manner and by the vote required by law and the charter of the Corporation

SEVENTH: The Corporation has no known creditors.

DEC 16 12 57 PH '92

LENNIC .. WEAVER, CLERK

3444 1901

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, Kimber-Allen, Inc., a Maryland corporation, has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this /ske day of /vgust , 1992.

Attest to Signature and Corporate Seal:

christopher . Anderson

Secretary

KIMBER-ALLEN, INC.

By:

David E Arien President

I HEREBY CERTIFY, that on this 18th day of August, A.D. 1992, before me, the subscriber, a Commissioner of Oaths, personally appeared David E. Allen, who acknowledged himself to be the President of Kimber-Allen, Inc. and that he, as such President, being authorized so to do, executed the aforegoing Articles of Dissolution for the purposes therein contained by signing the name of said Corporation by himself as its President; and DAVID E. ALLEN STATED

FURTHER, that the Corporation as of this date, owned no personal property in the State of Maryland and that as of this date, owed no taxes due the State of Maryland or any other taxing entity therein of any nature or description for the current or any prior years.

DECLARED at 43A thigh their swarrley Went England, this 18th day of August, A.D. 1992 by fore me.

D. J. MADDISON-ROBERTS

A Gammissioner for Oathe

(NAME)

C.J. MABDISON-ROBERTS
434 HIGH STREET SWANLEY
SOUCHER KENT

D. J. MADDISON-ROBERTS with A. E. VIYETH & CO., 4CA HIGH STREET, CWANLEY, KENT, DR3 8AD COLICITORS 0322 663242 DX 56500 SWANLEY

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 25th day of A.D. 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Christopher J. Anderson, who made oath in due form of law that he was the Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:

1 gune 1994

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

City of Hagerstown, Maryland Office of the Treasurer

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

August 5, 1992

Meyers, Young & Grove, PA ATTN: Linda L. Punt P O Box 1267 Hagerstown, MD 21741-1267

RE: Tax Clearance - KIMBER-ALLEN, INC.

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

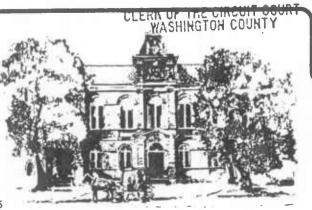
Kimber-Allen Inc. ID #D2236685

have been paid to and including fiscal year July 1, 1992 to June 30, 1993.

Stephen Wolfensberger,

Treasurer

AUS 0 7 1962



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

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

The Court House

SERVING WASHINGTON COUNTY SINCE 1873 August 12, 1992

KIMBER-ALLEN, INCORPORATED D-2236685

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

KIMBER-ALLEN, INCORPORATED

have been paid to and including the fiscal year July 1, 1992 through June 30, 1993.

Todd L. Hershey, Treasurer Washington County, Maryland

AUG 1 2 1982

STATE OF MARYLAND

## COMPTROLLER OF THE CIRCUIT COURT

GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

#### GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA,

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

Dear Sir/Madam:

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

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

KIMBER-ALLEN, INC.

have been paid.

WITNESS my had and official seal this

3RD day of AUGUST

A.D. 19 92 .

DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

COT/GAD-409

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

3444 1906

AN EQUAL OPPORTUNITY EMPLOYER

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

Wh



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	ENT CODE		ODE		COUNTY	71
#_D	223	6685_ P.A Religi	ous	Close	Stock	Nonstock
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			***************************************			
CODE	AMOUNT	FEE REMITTED				
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52 53 54		Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer)	· · · · · · · · · · · · · · · · · · ·	Change	of Name	
55 56 52 50	20	Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration	-	Change (Change (Change (Address	of Principal ( of Resident A of Resident A	gent gent
13 56 54 53		Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Designate and Res	tion of Residention of Resident Agent's hange	ent Agent Address
76		Certificate of Merger/Transfer	-			
75	30	Special Fee	-	code 079	2	
30 33 34		For. Limited Partnership Cert. Limited Partnership		ATTENTION:		
85 21 22		Amendment to Limited Partnersh Termination of Limited Partners Recordation Tax		Linda	L. Punt	
23 31		State Transfer Tax Local Transfer Tax Corp. Good Standing				
NA B 7 7 1 500		Foreign Corp. Registration Limited Part. Good Star Financial P	nding		RESS:	
70		Property Reports andlate filing penalties Change of P.O., R.A. or R.A.A.				
91		Amend/Cancellation, For. Limit OtherOther				
TOTAL FEES	5	0				
		Check Ca	sh	NOTE:		
	Doo	cuments on checks			74.	14 1907
	APPROVE	D BY: 5/10				

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION OF KIMBER-ALLEN, INC.

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

OF MARYLAND AUGUST

28, 1992 AT

9:48 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

30.00

D2236685

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

JAN 2 2 1993

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

045C3062833

A 400671

OF MARYLAND MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF

ANTIETAM PERIODONTICS, DRS. BYE & BYE, P.A.

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers, the subscriber, whose post office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the Corporations and Associations Article of the Public General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: Antietam Periodontics, Drs. Bye & Bye, P.A.

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

- (a) To engage in the practice of the dental specialty of periodontics in the State of Maryland, in conformity with the principles of ethics of the American Dental Association, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees" as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice 2 to be rendering professional services to the public for which a license or other legal authorization is required.
- (b) To enter into and perform contracts and agreements for the purpose of rendering periodontal services, with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.
- To purchase, lease or otherwise acquire, hold, (C) mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or equipment of every kind, necessary for the rendering of its professional services.
- (d) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner enclimber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

STATE DEPARTMENT OF ASSESSMENTS LATE 16 12 57 PH '92
AND TAXATION APPROVED FOR RECORD

MANIC ! WEAVER, CLERK

8-27-92 at 9:454

 $\frac{2}{2}$ 2408299

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (e) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.
- (f) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.
- (g) To loan or advance money, with or without adequate security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (h) To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.
- (i) To carry on the purposes, objectives and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for or with others authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Fred Leo Bye, whose post office address as resident agent is 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two (2) Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Fred Leo Bye Rebecca Wagner Bye

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration but subject to such limitations and restrictions, if any, provided by law or as may be set forth in the By-Laws of the Corporation.
- (b) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- (d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.
- (e) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering on any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.
- (g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.
- (h) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

- (i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.
- (j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties to or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 24 day of August, A.D. 1992.

WITNESS:

Linda L. Punt

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	NT CODE	N/			COUNTY	71 Nonstack
Mergino	3		Survivir			
CODE /	AMOUNT  20 20	FEE REMITTED  Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	Name Ch. (New Nam	ange me)		
63 64 65 66 52 50 51 13 56 54 53 73		Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Change of Change of Address Resignation Designation and Reside	Name Principal O Resident Age Resident Age on of Reside on of Reside ent Agent's nge	ent ent nt Agent nt Agent Address
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	APPROVED	BY: 0110			of month stopes Europe.	2 2 2

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION ANTIETAM PERIODONTICS, DRS. BYE & BYE, P.A.

APPROVED AND RECEIVED FO	R RECORD B	Y THE STATE	DEPARTMENT OF	ASSESSMENTS A	ND TAXATION

OF MARYLAND AUGUST

27, 1992 AT

9:45 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3492717

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

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

HAGERSTOWN

MD 21741 1267

04403062666

A 400484

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS STATE DEPARTMENT OF ASSESSMENT 0046 00595 AND TAXATION CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY APPROVED FOR RECORD 4.m. SES OF INCORPORATION OF SES 18-27-92 at.

We, the undersigned, Carole A. Skoloda and Paul R. Skoloda, of 838 Pious Ridge Road, Berkeley Springs, West Virginia 25411, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

CAROLE'S CLOTHES, INC.

ARTICLE ONE - Corporate Name

The name of the corporation shall be CAROLE'S CLOTHES, INC.

ARTICLE TWO - Corporate Purpose

The purpose for which the corporation is formed shall be to engage in any purpose permitted a corporation under the laws of the State of Maryland.

ARTICLE THREE - Principal Office

The address of the principal office of the corporation shall be 180 West Main Street, Hancock, Maryland 21750, in Washington County.

ARTICLE FOUR - Resident Agent for Service

The name and address of the resident agent of the corporation shall be Edward Skoloda, of 7640 Old Battle Grove Road, Baltimore, Maryland 21222.

ARTICLE FIVE - Capitalization

The total number of shares of stock of all classes which the corporation shall have authority to issue shall be 5,000 shares of non-classified stock, each of which shares shall be without par value.

#### ARTICLE SIX - Initial Board of Directors

The number of directors constituting the board of directors shall be two. The names and addresses of the persons who shall serve as such directors until the first annual meeting and until their successors are elected and qualify are:

Carole A. Skoloda, of 838 Pious Ridge Road, Berkeley Springs, West Virginia 25411; Paul R. Skoloda, of 838 Pious Ridge Road, Berkeley Springs, West Virginia 25411. FILED

DEC 16 12 57 PH '92

EEANIC J. WEAVER, ÉLÉRK

22418272 3444 0919

Taylor & Fielder, L.C. Attorneys at Law P. O. Box 496 Martinsburg, WV 25401 304-263-8445

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLE SEVEN - Indemnification of Directors and Officers

The corporation shall indemnify its directors and officers to the fullest extent permitted under Annotated Code of Maryland, Corporations and Associations, § 2-418.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this day of August, 1992, and we hereby acknowledge the same to be our act for the purposes therein contained.

Carole A. Skoloda

838 Pious Ridge Road Berkeley Springs, WV 25411 Paul R. Skoloda 838 Pious Ridge Road Berkeley Springs, WV 25411

Shofodu

Acknowledgment

STATE OF WEST VIRGINIA,

COUNTY OF BERKELEY, to-wit:

I hereby certify that before me, a Notary Public in and for the State and County aforesaid, personally appeared Carole A. Skoloda and Paul R. Skoloda, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and who, being first duly sworn, acknowledged the same to be their act for the purposes therein contained.

WITNESS my hand and seal this 15th day of August, 1992.

a. Skoloda

e of West Virginia-Official Seal CHRISTINE F. FIELDER Notary Public er 1780, Shaphardatown, WY 2544

Notary Public

My commission expires:

These Articles of Incorporation were prepared by Stephen R. Fielder, Attorney at Law, admitted to practice in the State of Maryland, of Taylor & Fielder, L.C., P. O. Box 496, Martinsburg, West Virginia 25401.

or & Fielder, L.C. ttorneys at Law P. O. Box 496 nsburg, WV 25401 304-263-8445

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

PS-



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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64		Consolidation) Rec. Fee (Transfer)			nge of Name	Office
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APPROVED BY:

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF CAROLE'S CLOTHES, INC.

APPROVED AN	ND RECEIVED FOR	RECORD E	BY THE S	TATE	DEPARTMENT	OF ASSESSMENTS	AND	TAXATION
OF MARYLAN	D AUGUST	27,	1992	AT	12:34	O.CFOCK	P •	M. AS IN CONFORMITY
WITH LAW AN	D ORDERED RECO	RDED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

20.00

20.00

D3492410

TO THE CLERK OF THE COURT OF

WASHINGTON CCUNTY

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

> RETURN TJ: STEPHEN R. FIELDER, ATTORNEY TAYLOR & FIELDER, L.C., ATTORNEYS P.O. BOX 496 MARTINSBURG WV 25401

> > 044C3052636

A 400457

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3444 0918



NEW FOUNDATIONS INCORPORATED

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The undersigned Teresa Joan Miller, whose post office address is 629 Guilford Ave. Hagerstown, MD 21740, being atleast eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation (which is hereinafter called the Corporation) is New Foundations Incorporated.

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

- a. Incorporating is a requirement to obtain a Community Supported Living Arrangement license thru Developed Mentally Disabled Administration.
- b. Licensing thru Developed Mentally Disabled Administration is necessary to provide the Developed Mentally Disabled population with the type of services that Foundations Incorporated would like to offer.

The post office address of the principal office of the Corporation in Maryland is 629 Guilford Ave, Hagerstown, Washington County 21740. Teresa Joan Miller is the resident agent at the same address.

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

The number of directors of the Corporation shall be seven which number may be increased or decreased pursuant to the by-laws of the Corporation, and the name of the director who shall act until the first meeting or until their successors are duly chosen and qualified is Teresa Joan Miller.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 26, 1992, and severally acknowledge the same to be my act.

Teresa Joan Miller

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2-27-92 at 12:149.m.

FILED

DEC 16 12 57 PM '92

CENNIC U. WEAVER, ELERK

Y: \_\_\_\_

#### **STATE OF MARYLAND**

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

BAS



Department of Assessments and Taxation CHARTER DIVISION

Room 8(19 301 West Preston Street Baltimore, Maryland 21201

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00046 00601 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF NEW FOUNDATIONS INCORPORATED

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

OF MARYLAND AUGUST

27, 1992 AT

12:14 O'CLOCK

P . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

20.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3492303

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JAN 2 2 1993

RETURN TO: TERESA J. MILLER 629 GUILFORD AVENUE HAGERSTOWN

MD 21740

04403062625

A 400448

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



MILLER'S PAINTING INCORPORATED

00046 00602 -

ARTICLES OF INCORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

The undersigned Teresa Miller, whose post office address is 629 Guilford Avenue, Hagerstown, MD 21740, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation (which is hereinafter called the Corporation) is Miller's Painting Incorporated.

The purpose for which the Corporation is formed os as follows: The Corporation is being formed in order to seperate the businesses liabilities from the owners personal assets.

The post office address of the principal office of the Corporation in Maryland is 629 Guilford Avenue, Hagerstown, Washington Co., 21740. The name and post office address of the resident agent of the Corporation in MAryland are Teresa Miller, 629 Guilford Avenue, Hagerstown, Washington Co. 21740.

THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

The number of directors of the Corporation shall be 2 which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Mark S Miller and Teresa J. Miller.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 16, 1992, and severally acknowledge the same to be my act.

STATE DEPARTMENT OF ASJUSSILLITÉ AND TAXATION

APPROVED FOR RECORD 8-27-92 at 12:09 P.m. Teresa Miller

Mark Miller
Mark 5 milh

WITNESS

FILED

22418023

DEE 18 12 57 PM '92

ENNICH. WEAVER, CLERK

APPROVED BY:

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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13		Certified Copy		and Res	ident Agent's	Address
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54 53		Foreign Resolution				
73		Certificate of Conveyance				
76		Certificate of Merger/Transfer				
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## 00046 00604 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MILLER®S PAINTING INCORPORATED

APPROVED AND	RECEIVED FOR	RECORD E	BY THE S	TATE E	DEPARTMENT (	OF ASSESSMEN	TS AND TAXATION	4
OF MARYLAND	AUGUST	27,	1992	AT	12:09	O'CLOCK	P . M. AS IN	CONFORMITY
WITH LAW AND	ORDERED RECO	RDED.						
			***************************************					

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

20.00

D3492295

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

JAN 2 2 1993

RETURN TO: TERESA MILLER 629 GUILFORD AVENUE HAGERSTOWN

MD 21740

04403062624

A 400447



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2444 0860

### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
SCREAMING EAGLE ENTERPRISES, INC.



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

#### ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Screaming Eagle Enterprises, Inc.

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

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

- 1. To own, hold, improve, develop, and manage any real estate and to erect, or cause to be erected, on any lands, buildings or other structures, with their appurtenances, and to manage, operate and lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands and to encumber or dispose fo any lands or interests in lands, and any buildings or other structures.
- 2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 44 N. Potomac Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 44 N. Potomac Street, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One-Thousand (1,000) shares of common stock, without par value

SEVENTH: The corporation elects to have to Board of Directors. Until the election to have no Board of Directors becomes effects very entire to be a second of Directors and the second of Directors and the second of Directors becomes effects very entire to be a second of Directors and the second of Directors becomes effects very entire to be a second of Directors and Directors an

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LENNIC J. WEAVER. CLEAK

BY:

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### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- The Corporation shall indemnify a present or former director of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporations shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) and affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2a day of O+ acknowledge the same to be my act.

back. Hutton Sel Retter

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





#### UPERK DE THE GIBCHIT COMME d Taxation DIVISION

00046 00607

Room 809 reston Street yland 21201

WASHINGTON COUNTRY and CHARTER D
. 301 West Pro Baltimore, Mary

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52	Rec. Fee (Amendment)				
33	Rec. Fee (Merger, Consol.)				
	Rec. Fee (Transfer)		01	C Name	
55	Rec. Fee (Dissolution)			e of Name	Office
66	Rec. Fee (Revival)	_		e of Principal e of Resident A	
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54	For. Supplemental Cert.			esident Agent's	
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# 00046 00608 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SCREAMING EAGLE ENTERPRISES, INC.

APPROVED	AND RECEIVED	FOR RECORD	RV THE STATE D	EPARTMENT OF	ASSESSMENTS AND TAXATION	.1
ALLICOTED.	WIND KECFIAFD	LOW VECOVE	DI THE STATE D		ASSESSIVE NESS AND TAXABLUS	

OF MARYLAND OCTOBER

26, 1992 AT

8:59 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING

20.00

D3525870

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO: EDWARD N. BUTTON 44 N. POTOMAC ST., STS. 104 HAGERSTOWN MD 21740

£8503062164

A 405160

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CCAPORATION RECORDS

00046 00609

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

RECEIVED

'92 OCT 26 AM 10 02

STATE . ... T. CF ASSESSMENTS & TAXATION BOBBY'S JEWELRY & GIFTS LTD.

CLOSE CORPORATION UNDER TITLE 4 STATE D.F.

ARTICLES OF INCORPORATIONALD TAXATICES

10/26/92 at 10:02

THIS IS TO CERTIFY:

FIRST: I, The undersigned, RUTH V. SHOCKEY of 6 Water Street # 2, Thurmont, Maryland 21788, and ROBERT D. TYLER of 512 Washington Street # 10, Hagerstown, Maryland 21740, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation ) is: BOBBY'S JEWELRY & GIFTS LTD.

THIRD: The corporation shall be a closed corporation as authorized by Title 4.

FORTH: The purpose for which the Corporation is formed and the license or object to be carried on and promoted by it are as follows:

- a. The sale of retail goods.
- b. To perform any and all acts incident to the business herein stated, including the right to purchase, acquire, hold, and dispose of the stocks, bonds, and other evidence of indebtedness of any corporation, domestic or foreign.
- authority concerning its business as are conferred upon corporations by virtue of Title 1 through Title 3, Corporations and Associations, Annual code of Maryland.

PENDER MENER SLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The post office address of the principle office of the corporation in the State of Maryland is 512 East Washington Street # 10, Hagerstown, Maryland, 21740. The name and post office of the Resident Agent of the Corporation is ROBERT D. TYLER of 512 East Washington Street # 10, Hagerstown, Maryland, 21740, and said resident is a citizen of the State of Maryland, and actually resides in the State of Maryland.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of common stock at no par value

SEVENTH: After completion of the organizational meeting of the directors and the issuance of one (1) or more shares of the stock of the Corporation, the corporation shall have no Board of Directors. Until such time, the Corporation shall have two (2) directors whose names are RUTH V. SHOCKEY and ROBERT D. TYLER.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articals of

Incorporation on this day of , 1992 and

acknowledged same to be our act.

WITNESS

WITNESS

RUTH V. SHOCKEY

POPERT D TVIER

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, CITY OF THURMONT, to wit:

I HEREBY CERTIFY that on this 24th day of October
1992, before me, the subscriber, a Notary Public for the State
and City aforesaid, personally appeared RUTH V. SHOCKEY and
ROBERT D. TYLER and they acknowledged the aforegoing Articles of Incorporation to be there act.

NOTARY

My Commission expires July 1, 1995.

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00046 00612

CLERK OF THE CIRCUIT HARTER DIVISION
WASHINGTON COUNT HARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUME	ENT CODE _				/	71
#		P.A Religio	ous	Close	Stock _	Nonstock
Mergin (Trans	ng sferor) <u> </u>		Surviv (Trans	ing feree)		
CODE	AMOUNT	FEE REMITTED				
10 20 61 62	20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	(New Na	ame)		
63 64 65 66 52 50 51 13 56 54 53 73		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Chan Chan Chan Addro Resi Desi	ge of Name ge of Principal ge of Resident ge of Resident ess gnation of Resi gnation of Resi Resident Agent' er Change	Agent Agent dent Agent dent Agent s Address
76		Certificate of Merger/Transfer				
75 80 83 84 85 21 22 23 31 NA 87		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stand	nip	CODE	N:	
71 600 70 91 99 98 97 96 94 92		Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limits Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (show	ed Part.	Robe 5/2 6  # 10  Hage	of Tyler Washi	2/740
TOTAL FEES	99	Check Cask	n	NOTE:		
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CLERK OF THE CIRCUIT COURT

ARTICLES OF INCORPORATION
OF
BOBBY'S JEWELRY & GIFTS LTD.

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

OF MARYLAND OCTOBER

26, 1992 AT

10:02 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

CAPITALIZATION FEE PAID:

RECORDING

SPECIAL PAID

20.00

20.00

D3525557

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
ROBERT TYLER
512 E. WASHINGTON ST., #10
HAGERSTOWN MB 21740

18503062132

A 405133

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2352 1153



## CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

10/10/92 at 8:50

#### ARTICLES OF DISSOLUTION

#### ACORN LANDSCAPING SERVICE, INCORPORATED

- The name of the corporation is Acorn Landscaping Service, Incorporated. The address of its principal office is 8818 Crystal Falls Drive, Boonsboro, Maryland 21713 5
- 2. The name and address of the resident agent of the corporation who shall serve for one year after dissofution and until the affairs of the corporation are wound up isc Paul P Cover, 8818 Crystal Falls Drive, Boonsboro, Maryland 21713.
- 3. The name and address of the directors of the corporation are:

Paul R. Cover 8818 Crystal Falls Drive Boonsboro, Maryland 21713

Stanley T. Bain Box 264 Hancock, Maryland 21750

Peggy A. Keefer 8818 Crystal Falls Drive Boonsboro, Maryland 21713

4. The name, title and address of each officer of the corporation are:

> Paul R. Cover, President 8818 Crystal Falls Drive Boonsboro, Maryland 21713

Stanley T. Bain, Secretary-Treasurer Box 264 Hancock, Maryland 21750

5. The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation by a unanimous recommendation by the Board of Directors to the shareholders that the corporation be dissolved. The shareholders voted unanimously to proceed with the dissolution.

FILED

FEB 24 | 04 PH "93

CENNIC J. WEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 6. Notice of the approved dissolution was mailed to all known creditors of the corporation on August 12, 1992.
  - 7. The corporation is hereby dissolved.

Dated:

ACORN LANDSCAPING SERVICE, INCORPORATED

Attest:

By Paul R. Conle President

COMMONWEALTH OF PENNSYLVANIA

Corporate Secretary

ss:

COUNTY OF FRANKLIN

On this 6th day of 0 0 1, 1992, before me, the undersigned, a Notary Public in and for the said County and Commonwealth, residing therein, duly commissioned and sworn, personally came Paul R. Cover, to me known, who, being by me duly sworn, did depose and say that he is the President of Acorn Landscaping Service, Incorporated, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

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

Nova Sean Cide Notary Public

NOTARIAL SEAL NOVA JEAN CRIDER, Notary Public Chambersburg, Franklin Co., PA My Commission Expires Feb. 11, 1996

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND



## **COMPTROLLER OF THE TREASURY**

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

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

Dear Sir/Madam:

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

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

ACORN LANDSCAPING SERVICE, INCORPORATED

have been paid.

WITNESS my hand and official seal this

17TH day of

SEPTEMBER

A.D. 19 92 .

DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

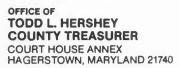
MY TELEPHONE NUMBER IS:

3458 0971

COT/GAD-409

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

AN EQUAL OPPORTUNITY EMPLOYER



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



The Court House

SERVING WASHINGTON COUNTY SINCE 1873 August 19, 1992

ACORN LANDSCAPING SERVICE, INCORPORATED D-2971893

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

ACORN LANDSCAPING SERVICE, INCORPORATED

have been paid to and including the fiscal year July 1, 1992 through June 30, 1993.

> Todd L. Hershey, Treasurer Washington County, Maryland

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or				
		Consolidation)				
64		Rec. Fee (Transfer)		Change		
65	20	Rec. Fee (Dissolution)		-	of Principal	
66		Rec. Fee (Revival)			of Resident A	_
52		Foreign Qualification Cert. of Qual. or Reg.		Change Address	of Resident A	agent
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56		Penalty			ident Agent's	
54		For. Supplemental Cert.			hange	
53		Foreign Resolution				
73		Certificate of Conveyance				
76		Certificate of Merger/Transfer	-			
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75	30	Special Fee				
80		For. Limited Partnership		TTENTION		
83		Cert. Limited Partnership Amendment to Limited Partnersh		(I LENI TON:		
85		Termination of Limited Partners				
21		Recordation Tax				
22		State Transfer Tax				
23		Local Transfer Tax				
31		Corp. Good Standing	822			
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00046 00619

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSCLUTION
OF
ACORN LANDSCAPING SERVICE, INCORPORATED

APPROVED AND	RECEIVED FOR RE	CORD B	THE STATE	DEPARTMENT C	F ASSESSME	NTS AND	TAXATION	
OF MARYLAND	CCTCBER	16,	1992 AT	8:50	O.CFOCK	A -	M. AS IN CONFOR	RMI
WITH LAW AND (	ORDERED RECORE	DED.						
ORGANIZATION AN CAPITALIZATION FEE P	D PAID.			ORDING E PAID:			PECIAL E PAID:	
\$			\$	20.00		\$	30.00	
			D2°	971893				
TO THE CLERK O	F THE COURT OF		WA	SHINGTON	COUNTY			

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

MAILED APR 1 3 1993

RETURN TO: WELTN FISCHER 550 CLEVELAND AVE. CHAMBERSBURG

PA 172'1



**A** 405094

08403062095

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

DECAMINATION ASSESSMENTS 00046 00620 AND TAXATION

CORPORATION RECORDS

APPROVED FOR RECORD

10-01-92 at MANUFACTURED HOUSING INSTITUTE OF MARYLAND

(a non-stock and not for profit corporation)

& 47 ARTICLES OF INCORPORATION 1992 OCT -1 A 8 47 1992 CCT - 1 A 81 E

FIRST: I, Richard W. Lauricella, whose post office address is of the state of Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland of the State

INC ..

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

(a) The Corporation is organized exclusively for business league purposes as described in IRC Regulation 501(c)(6)-1, and for no other purposes, and to that end to receive and hold, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for business league purposes can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and emptwered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the forporation deal be the carrying on of propaganda, or

3458 0192

cr\docs\manhous1.001
BY:



## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- (c) Included among the business league purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:
- (1) To provide for the implementation of a business league or trade association representing manufacturers, service organizations, suppliers, dealers, and mobile home park developers and operators.
- (2) To promote the common business interests of all members to the extent possible to any limitations pursuant to IRC 501(c)(6) and applicable regulations.
- (3) Such purposes include the dissemination of information and promotion of uniform statutes and enforcement thereof, realistic highway movement laws and regulations, review of common public relations objectives and promotional activities, disseminating useful information regarding the general industry, promotion of coordinated efforts to resolve industry problems, provide a common voice in industry related matters, provide common information resources such as literature and seminars, provide responses to public needs for information and assistance with regard to manufactured housing, and provide collective strength of members in the furtherance of industry goals.

FOURTH: The post office address of the principal office of the Corporation in this State is 14243 Pennsylvania Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State are Richard W. Lauricella, Esquire, 498 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

SIXTH: The number of Directors of the Corporation shall be nineteen (19), the number and representative qualifications of which may be modified pursuant to the By-Laws of the Corporation, but the number shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are William Pennington, Howard F. Childers, Jr., and Michael Weinman.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other exempt organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

- (a) References to "exempt organizations" or "exempt organization" mean business leagues, chambers of commerce, or boards of trade created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated for exempt purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no part of the activities of which is a regular trade or business of any kind. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in force or afterwards amended.
- (b) The term "business league purposes" shall be limited to and shall include only the terms used in Section 501(c)(6) of the Internal Revenue Code of 1986 and applicable regulations.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.
- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.
- (4) To the maximum extent that Maryland law, in effect from time to time, permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or By-Laws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of September, 1992, and I acknowledge same to be my act.

WITNESS:

Jenie Mr. De Crarge

Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

On this 30 day of September, 1992, before me the undersigned officer, personally appeared Richard W. Lauricella, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 6/11/96

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## 00046 00625

CLERK OF THE CIRCOSPECSMENTS and Taxation WASHINGTON COUNDHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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2		Rec. Fee (Amendment)	
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<b>4 5</b>		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3 6		Certified Copy	Resignation of Resident Agent Designation of Resident Agent
4		Penalty For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
5		Special Fee	
0		For. Limited Partnership	
3		Cert. Limited Partnership	CODE
		Amendment to Limited Partnership	
5		Termination of Limited Partnership	
5 1		Termination of Limited Partnership Recordation Tax	ATTENTION:
5 1 2		Termination of Limited Partnership	ATTENTION:
5 1 2 3		Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing	ATTENTION:
5 1 2 3 1 A		Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	
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5 1 2 3 1 A 7 1 00		Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persona Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	MAIL TO ADDRESS:
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5 1 2 3 1 A 7 1 00 0 1 9 8 7		Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persona Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Par	1 MAIL TO ADDRESS:  Richard M. Spuricella, rt.  498 Month, Patamar, A.
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MANUFACTURED HOUSING INSTITUTE OF MARYLAND, INC.

APPROVED AND	RECEIVED FO	R RECO	RD B'	Y THE ST	TATE D	EPARTMENT O	F ASSESSM	ENTS .	AND TAXATION	
OF MARYLAND	OCTOBER		1,	1992	AT	8:47	O'CLOCK		A • M. AS IN CONFO	RMITY
WITH LAW AND	ORDERED REC	ORDED.								
			-	··						
ORGANIZATION AND CAPITALIZATION FEE P				RECORDING FEE PAID:					SPECIAL FEE PAID:	
\$2	0.00			\$		20.00	-	\$		
					D35	24238				

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

MAILED APR 1 3 1993

RETURN TO:
RICHARD W. LAURICELLA, P.A.
498 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

WASHINGTON COUNTY

18403 61947

A 404958

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

E458 0121



TO THE CLERK OF THE COURT OF

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

WASHINGTON COUNTY PROPERTY INVESTORS, INC.

#### ARTICLES OF INCORPORATION

FIRST: I, Michael G. Day, whose post office address is 120 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

WASHINGTON COUNTY PROPERTY INVESTORS, INC.

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

- 1. To own and carry on the business of real estate investment.
- 2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 120 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, 120 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

STATE DELAS FOR UT ASSESUMENTS

FEB 24 | 05 PM 93

ATEROVAL ECO PAYMENT

22908190250

BY: 18:37 .m.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1);
   and
- 2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

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

#### Michael G. Day

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

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

- 2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- 3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by

#### 0.0046 00630

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of October, 1992, and I acknowledge the same to be my act.

WITNESS:

(SEAL)

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



ERK OF THE CIRCUIT COURT
WASHINGTON ON ANSSESSMENTS and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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-	APPROV	ED BY:	checks	2457 D254

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF
WASHINGTON COUNTY PROPERTY INVESTORS, INC.

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

OF MARYLAND OCTOBER 15, 1992 AT 12:37 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

APITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

\$ \_\_\_\_\_

D3521556

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
DAY & SCHNEIDER, P.A., LAW OFFICE
ATTN: MICHAEL G. DAY
120 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

07903061471

A 404390

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3457 0245



# CORPORATION RECORDS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

community center, inc. 10/19/92 10:55

Eliza Day

ARTICLE ONE: I, Lee H. Benedict, whose post office address is Ninth Floor, The World Trade Center, Baltimore, Maryland 21202 being above the age of eighteen (18) years, do hereby form a corporation under and in accordance with the general laws of the State of Maryland.

ARTICLE TWO: The name of the Corporation (hereafter the "Corporation") is "Community Center, Inc.".

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

- A. To engage in projects which promote the City of Hagerstown, Washington County or the State of Maryland.
- B. To purchase or otherwise acquire, hold, own, convey, maintain, improve, operate, mortgage, sell, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever and wheresoever located in furtherance of the present or future business of the Corporation.
- C. To do or perform any lawful act or pursue any lawful purpose in general and as specifically authorized by Section 2-103 of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. Any specifically enumerated purpose or purposes herein are by way of illustration only and are not limitations or restrictions on the Corporation's power to adopt or pursue other or further lawful ends.

ARTICLE FOUR: The post office address of the principal office of the Corporation in the State of Maryland is 480 N. Potomac Street, Hagerstown, Maryland 21740.

ARTICLE FIVE: The name and post office address of the Corporation's resident agent, who is both a citizen and resident of the State of Maryland, is Merle S. Elliott, 480 N. Potomac Street, Hagerstown, Maryland 21740.

ARTICLE SIX: The total number of shares of capital stock which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value One Cent \$.01 per share, with an aggregate par value of Ten pothers (\$10.00).

ARTICLE SEVEN: The Corporation shall have a Board of one Director.

The number of Directors may be increased or decreased in accordance with the Bylaws of the porton and the shall never be less than the

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LENNIC J. WEAVER, CLERK

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

minimum number required by the provisions of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as amended. The name of the Director who shall act as such until the first annual meeting of the Stockholders and until his successor is duly elected and qualified is Merle S. Elliott.

ARTICLE EIGHT: In carrying on its business or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

- (A) 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.
- Except as otherwise provided in this Charter or (B) by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:
- 1. To authorize the issuance or sale 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, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;
- 2. By Articles Supplementary to these Articles of Incorporation, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE NINE: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

that the Board of Directors may deem advisable in connection with such issuance.

ARTICLE TEN: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE ELEVEN: The Corporation shall to the fullest extent permitted by Section 2-418 of the Corporations and Associations Article of the ANNOTATED CODE OF MARYLAND, as such section may be amended or supplemented from time to time, or by any successor legislation, indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the Corporation or, at the Corporation's request, of any other corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified. The right to indemnification under this ARTICLE ELEVEN shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a person seeking indemnification from the Corporation may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the terms of this Article as set forth herein with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of October, 1992, and I acknowledge the same to be my act.

Lee H. Benedict

C:\LHB\12168ART.INC

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: Pom

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



1

# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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		Consolidation)				
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# 00046 00637 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COMMUNITY CENTER, INC.

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE S	TATE D	EPARTMENT C	F ASSESSME	NTS A	AND TAXATION
OF MARYLAND	OCTOBER	19,	1992	AT	10:55	O'CLOCK		A. M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	ED.						
ORGANIZATION AN CAPITALIZATION FEE					RDING PAID:			SPECIAL FEE PAID:
s2	20.00		\$		20.00	-	\$	
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IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 1 3 1993

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

WASHINGTON COUNTY

078C3061440

A 404588



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

E456 2088

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

## CORPORATION RECORDS

00046 00638

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ANTIETAM COLLECTION SERVICE INCORPORATED

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

'92 OCT 15 AM ASSESSMENIS & TAX

#### ARTICLES OF INCORPORATION

FIRST: We, Mark A. Brown and Karen Susan Brown, whose address is 50 East Irvin Avenue, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter call the "Corporation") is Antietam Collection Service, Incorporated.

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

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

- (1) The collection of delinquent accounts assigned to the Corporation by its clients:
- (2) To act as a distributor of software packages, programmed by others, used to collect debts:
- (3) Operated a service which would report debts to companies authorized to maintain such information:
  - (4) To train person in the business of debt collection; and
- (5) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The address of the principal office of the Corporation in this State is 50 East Irvin Avenue, Hagerstown, Maryland 21742. The name and address of the Resident Agent of the Corporation in this State is Karen Susan Brown, 50 East Irvin Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State DEPARTMENT OF ASSESSMENTS. AND TAXATION

FEB 24

1 05 FM '93

APPROVED FOR RECORD

2289834456 1700

CENNIC JUNEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SEVENTH: The number of directors shall two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until her successor is duly chosen and qualified is: Karen Susan Brown

EIGHTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this day of October, 1992, and we acknowledge the same to be our act.

WITNESS

Karen Susan Brown

Mark A. Brown

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



APPROVED BY:



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

ANTIETAM COLLECTION SERVICE, INCORPORATED

ADDROLLED AND DECEMED TO	D DECORD DV TU	IF CTATE DEDARTMENT O	E ACCECCMENTS AND TAVATION
APPROVED AND RECEIVED FO	K KECOKD BY IH	1E STATE DEPARTMENT U	F ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER

15, 1992 AT

8:30 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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FEE PAID:

SPECIAL FEE PAID:

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s 20.00

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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: SNYDER & POOLE 308 W. PATRICK 562 FREDERICK

MAILED APR 1 5 1993

07763061360

A 404516

MD 21701

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7456 1699

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

WINDY HILL RESTAURANT, INC.

RECEIVED A Maryland Close Corporation, MECEIVED Organized Pursuant to Title 4 of the Corporation and Associations Article of the 14 AM 8 57 Annotated Code of Maryland STATE DEPT. OF ASSESSMENTS & TAXATION

#### ARTICLES OF INCORPORATION

FIRST: I, Richard A. Salvatore, whose post office address is 11920 Hanging Rock Road, Clear Spring, Maryland, 21722, being at least eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Windy Hill Restaurant, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Association Article of the Annotated Code of Maryland, as amended.

FOURTH: The purpose(s) for which the Corporation is formed are as follows:

- (1) To own and operate a restaurant and to engage in the sale of prepared or cooked foods to be consumed on the premises or for take-out, along with beverages.
- (2) To purchase the necessary products to operate this business.
- (3) To do anything permitted by Section 2-103 of the corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office laddress of the principal office of Sharmopporation in Maryland is 13120 Clear Spring Road, Clear 3456 1431

APPROXIMATION FOR KECORD FEE 24 | 05 FM '93

APPROXIMATION OF THE STATE OF

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Spring, Maryland, 21722. The name and post office address of the resident agent of the Corporation in Maryland are Richard A. Salvatore, 11920 Hanging Rock Road, Clear Spring, Maryland, 21722.

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

SEVENTH: After the completion of the organization meeting of the director(s) and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is Richard A. Salvatore.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding on the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

NINTH: The duration of the Corporation shall be perpetual.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12 day of October , 1992, and severally acknowledge the same to be my act.

WITNESS: Jun R. Salvatore

Richard A. Salvatore

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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,,,		Consolidation)				
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56		Penalty				
54		For. Supplemental Cert.		Other	Change	
53		Foreign Resolution				
73		Certificate of Conveyance				
76		Certificate of Merger/Transfer				
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75		Special Fee				
80		For. Limited Partnership				
83		Cert. Limited Partnership		ATTENTION	1:	
84		Amendment to Limited Partnershi	ip			
85		Termination of Limited Partners				
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# 00046 00646 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WINDY HILL RESTAURANT, INC.

APPROVED AND	RECEIVED FOR F	RECORD BY T	HE STATE	DEPARTMENT	OF ASSESSMEN	TS AND TAXATION	
OF MARYLAND	OCTOBER	14, 19	92 AT	8:57	O'CLOCK	A • M. AS IN CONFO	DRMITY
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ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL PAID

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s 20.00

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D3520145

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
JOHN R. SALVATORE
82 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

OF ASSESSATION OF ASS

07703061305

A 404474

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3456 1430

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

#### Stockwell Maintenance Systems, Inc.

109 South Potomac Street, Hagerstown, MD 21740 301-797-7505 301-293-7337 FAX 301-797-7853

September 30, 1992

State Dept. of Assessments and Taxation 301 W. Preston St. Room 809 Baltimore, MD 21201

Dear Sirs:

The Board of Directors of Stockwell Maintenance Systems, Inc., a corporation organized in the state of Maryland, on January 1, 1992, duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Nick G. Vindivich, Sr., whose address is 109 S. Potomac St., Hagerstown, MD 21740.

I, Nick G. Vindivich, Jr., President. certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

A check for \$10.00 is enclosed to cover the fee for this change.

Sincerely,

Nick G. Vindivich, Jr.

President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

22818005

APPROVED FOR RECORD

10-61880 at 3:20 P.M.

FEB 24 | 05 PH '93

1992 OCT -6 P 3: 20

SENNIC - WEAVER, CLERK

JANITORIAL SUPPLIES, EQUIPMENT AND SERVICE

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



046 00648

Department of Assessments and Taxation

K OF THE CIRCUIT COURT CHARTER DIVISION

WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

BUSINESS CODE \_\_\_\_\_ COUNTY 7/ DOCUMENT CODE D1847938 \_\_\_\_ P.A. \_\_\_ Religious \_\_\_ Close \_\_\_ Stock \_\_\_ Nonstock Surviving Herging (Transferee) (Transferor) \_\_\_\_ CODE AMOUNT FEE REMITTED Name Change 10 Expedited Fee (New Name) Organ. & Capitalization 20 Rec. Fee (Arts. of Inc.) 61. Rec. Fee (Amendment) 62 63 Rec. Fee (Herger or Consolidation) Rec. Fee (Transfer) Change of Name 64 Change of Principal Office Rec. Fee (Dissolution) Change of Resident Agent 66 Rec. Fee (Revival) Foreign Qualification Change of Resident Agent 52 Cert. of Qual. or Reg. Address 50 Resignation of Resident Agent 51 Foreign Name Registration \_\_\_\_ Designation of Resident Agent 13 \_\_\_\_ Certified Copy \_\_\_\_ and Resident Agent's Address 56 Penalty Other Change 54 For. Supplemental Cert. Foreign Resolution 53 -----73 Certificate of Conveyance 76 Certificate of Merger/Transfer Code Special Fee 75 . .... For. Limited Partnership 80 Cert. Limited Partnership 83 ATTENTION: 84 Amendment to Limited Partnership Termination of Limited Partnership 85 Recordation Tax 21 State Transfer Tax 22 Local Transfer Tax 23 \_ Corp. Good Standing 31 MAIL TO ADDRESS: Foreign Corp. Registration Limited Part. Good Standing 87 71 Financial 600 \_ Personal Property Reports and \_\_\_\_\_ late filing penalties \$10.00 70 Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. 91 Other \_\_\_ Other \_\_\_ TOTAL FEES \$10.00 \_\_\_\_1 Check Cash NOTE:

1 Documents on 1 checks

# 00046 00649 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STOCKHELL MAINTENANCE SYSTEMS, INC.

6.	1992	AT	3:20	O'CLOCK	P . M. AS IN CONI	FORMIT
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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO: STCOHWELL MAINTEANCE SYSTEMS, INC 109 S. POTOMAC ST. HAGERSTOWN MD 21740

075C3061090

A 404211



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

## CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### KEVIN E. ANDERS, CPA, CHARTERED, PROFESSIONAL ASSOCIATION

ASTICLES OF INCORPORATION But 1 Bb Jadah 2 Us

TELEBOYED FOR THE COLL

RECEIVED · 92 OCT 13 AM 9 03 STATE DEPT. OF ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

FIRST: I, Kevin F Anders, whose post office address is 125 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

The name of the Corporation (which is hereafter called the "Corporation") is Kevin E. Anders, CPA, Chartered.

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

- (1) To engage in the practice of Certified Public Accounting.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 125 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Kevin E. Anders, 125 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, (1). The name of the Director who shall act until the first annual meeting or until his successor is duly elected and qualified is:

Kevin E. Anders

SEVENTH: Except as may otherwise by provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertibe that still theres, or any warrants or other

LENNIC J. WEAVER. CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.
- 3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of this stock.

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

- 4. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:
  - (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholder for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of September, 1992, and I acknowledge same to be my act.

Kevin E. Anders

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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63		Consolidation)		Change of Name
64		Rec. Fee (Transfer)		Change of Name Change of Principal Office
65		Rec. Fee (Dissolution)		Change of Resident Agent
66		Rec. Fee (Revival)		Change of Resident Agent
52		Foreign Qualification Cert. of Qual. or Reg.		Address
50		Foreign Name Registration		Resignation of Resident Age
51		Certified Copy		Designation of Resident Age
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APPROVED BY:

# 00046 00654 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

KEVIN E. ANDERS, CPA, CHARTERED

APPROVED AND	RECEIVED FOR R	ECOKD	BY THE S	IAIE D	EPAKIMENI	OF ASSESSMEN	113 AND IAAAIIO	
OF MARYLAND	OCTOBER	13,	1992	AT	9:03	O'CLOCK	A . M. AS IN	CONFORMITY
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TO THE CLERK	OF THE COURT OF			WASH	INGTON	COUNTY		
IT IS HI	EREBY CERTIFIED.	THAT	THE WITH	IN INST	RUMENT, TOO	ETHER WITH A	LL INDORSEMENTS	THEREON, HAS

RETURN TO: WILLIAM BARTON 207 S. POTOMAC ST.

BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

HAGERSTOWN

MD 21740



07503060921

A 404067

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2455 1217

#### ARTICLES OF AMENDMENT

**OF** 

#### BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

#### THIS IS TO CERTIFY:

That the Board of Directors of "Broadfording Cemetery FIRST: Preservation Society, Inc.", a Maryland corporation having its principal offices at 815 Antietam Drive, Hagerstown, Maryland 21740, at a meeting timely called by proper notice, duly convened and heid on August 25 , 1992, adopted the following resolution:

RESOLVED, That it is advisable to amend the Articles of Incorporation ("Articles") of the Corporation by amending and changing the THIRD paragraph of the Articles as follows:

THIRD: The post office address of said Corporation in this state shall be 668 Highland Way, Hagerstown, Maryland 21740.

FOURTH paragraph of the Articles as follows:

FOURTH: The Resident Agent of said Corporation shall be Albert H. Bartles, Sr. whose post office address is 668 Highland Way, Hagerstown, Maryland 21740. The resident agent is a citizen of the State of Maryland and actually resides in this state.

SIXTH paragraph of the Articles by adding the follows.

- (5) The lot owners shall operate and manage all of the functions Ef the Broadfording Cemetery Preservation Society, Inc.
- (6) The Corporation's Board of Directors shall take charge of the emetery, adopt a constitution, By-Laws and Rules and Regulations, in accordance with Section 501(c) (13) of the Internal Revenue Code and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland.
- (7) The Corporation is organized exclusively for charitable purposes within the contemplation of Section 501(c) (13) of the Internal Revenue Code of 1954, as amended and its regulations as they now exist or as they may hereafter be amended. The Corporation is organized for non-profit purposes, No part of the assets or earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers or other

E private persons except that the Corporation shall be authorized to pay

reasonable compensation or fees for services rendered.

FEB 24

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STATE DEPARTHÈNT OF ASSESSMENTS AND TAXATION APPER

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

A TENTH paragraph shall be added to the Articles as follows:

TENTH: In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred or conveyed to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose; provided further, however, that any transferee corporation shall qualify under the provisions of Section 501(c) (13) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended. The lot owners' Board of Directors shall determine any such assets or matters not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located exclusively for such purposes, or to such organizations as said Court shall determine, which are organized to operate exclusively for such purposes set forth in Section 501(c) (13) for a tax exempt corporation chartered solely for burial of human bodies.

SECOND: That a proper timely notice was duly given to all members of the Board of Directors entitled to vote thereon, setting forth the proposed Amendment upon which action would be taken at a Special Meeting of the Hugust 2.5 th, 1992. Board of Directors that was held on

THIRD: That said Special Meeting of the Board of Directors was held as aforesaid and said Amendment was approved by a majority vote of

the Directors who were entitled to vote thereon. There are no voting members of this non-stock corporation.

IN WITNESS WHEREOF, Broadfording Cemetery Preservation Society, Inc. these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 23, day of September, 1992.

> Broadfording Cemetery Preservation Society, Inc.

Attest:

Albert H. Bartles, Sr., Secretary

By Lyde R. Bartles, Ir. Clyde R. Bartles, Sr., President

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 23 day of September, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Clyde R. Bartles, Sr., President of Broadfording Cemetery Preservation Society, Inc., a Maryland corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Albert H. Bartles, Sr., Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors was held and action taken as presented in the Articles of Amendment, the same being true to the best of his information and belief.

WITNESS my hand and Official Notarial Seal.

Notary Public Duc Story

My Commission Expires

November 1st, 1993

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator

P.5.

APPROVED BY: AMT



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Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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5		Rec. Fee (Dissolution)	_	Change of Resident Agent	
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# 00046 00659 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

APPROVED AND RECEIVED FOR RECO	ORD E	BY THE S	TATE DEP	ARTMENT (	OF ASSESSMEN	NTS AND TAXATION	
DE MARYLAND OCTOBER	8,	1992	AT	9:04	O.CTOCK	A • M. AS IN CONFOR!	TIN
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D1267582

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MCGRORY AND SCHAEFER
152 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

ASSESSME.

07403060900

A 404032

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3455 1131

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
STATE DEPARTMENT OF ASCESSMENTS AND TAXATION



FRANK RHINEHART AUTO SALES, INCORPORATED

FIRST: I, Franklin D. Rhinehart, whose post office address is 17413 Virginia Avenue, Hagerstown, Maryland 21740, being at least 18 years of age, hereby a Corporation under the last 18 years of age, hereby a Corporation under the laws of the State of Maryland. The Corporation shall be a close corporation.

SECOND: The name of the Corporation (which hereafter referred to as the "Corporation") is Frank Rhinehart Auto Sales, Incorporated.

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

- (1) Buying, selling, trading and servicing motor vehicles and to engage in any other lawful purpose and/or business; and
- To do anything permitted by the Corporations (2)and Associations Article of the Annotated Code of Maryland.

The post office address of the principal office of the Corporation in Maryland is 1 E. Wilson Boulevard, Hagerstown, Maryland 21740.

FIFTH: The name and post office address of the Resident Agent of the Corporation in this state is Franklin D. Rhinehart, 17413 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

The total number of shares of capital stock SIXTH: which the Corporation has the authority to issue is one thousand (1,000) shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no board of directors. Until that election takes effect, Franklin D. Rhinehart will be the Director.

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in FED 24connec FHo93 with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section. 3471 1771 LENNIC J. WEAVER, CLERK

22818414

S

00046 00661 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of October, 1992, and I acknowledge the same to be my act.

WITNESS:

+ Helen R Baker

Franklin D. Rhinehart

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

I HEREBY CERTIFY, That this 5th day of October, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Franklin D. Rhinehart and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: /0/1/96

LORI A. GARDENHOUR NOTARY PUBLIC STATE OF MARYLAND Washington County

Notary Public

My Commission Expires Sept. 1,

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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71	Property Reports and late filing penalties Change of P.O., R.A. or R.A			Liginia Oul
91	Amend/Cancellation, For. Lin Other Other	mited Part.		2/740
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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

FRANK RHINEHART AUTO SALES, INCORPORATED

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

OF MARYLAND OCTOBER

7, 1992 AT

10:22 O'CLOCK

A .M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL

20.00

20.00

D3517141

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED AF

APR 1 3 1993

RETURN TO: FRANKLIN RHINEHART 17413 VIRGINIA AVE-HAGERSTOWN

40 21740

07303060783

A 403927

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS ERK OF THE CIRCUIT COURT AND TAXATION WASHINGTON COUNTY APPROVED FOR PARTITION 10-6-92 at 10:28a.m. ALWAYS CONSTRUCTION RENOVATION, INC. ARTICLES OF INCORPORATION FIRST: I, Virginia Ann Lark, whose post office address is 14412 National Pike, Clear Spring, Maryland 21722, being at 2 least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

#### ALWAYS CONSTRUCTION RENOVATION, INC.

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

- To engage in the construction and renovation business, to provide services related to the same, and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The post office address of the principal office of the Corporation in this State is 14412 National Pike, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is G. Clair Baker, Jr., 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than (3), but not less than (1); and
- If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

FEB 24 1 06 PH '93 LENNIC . WEAVER, CLERK

22808278

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

William R. Lark Virginia Ann Lark

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

- NINTH: (1) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  $\underline{5^{12}}$  day of  $\underline{\text{Orfo }}$  , 1992, and I acknowledge the same to be my voluntary act and deed.

4. Clair Bold Virginia Ann Lark (SEAL)

WITNESS:

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ARTICLES OF INCORPORATION

OF
ALWAYS CONSTRUCTION RENOVATION, INC.

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

OF MARYLAND

OCTOBER

6, 1992 AT

10:28 O'CLOCK

A .M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID: SPECIAL FEE PAID:

20-00

D3516689

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED AVI 13 1993

RETURN TO:
G. CLAIR BAKER, JR., P.A.
LAW OFFICES
138 W. WASHINGTON ST., RDOM 216
HAGERSTOWN MD 21740

07303060737

A 403896

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

TATA BADE



STATE DEPARTMENT OF ASSESSMENTS 00046 00669 AND TAXATION

CORPORATION RECORDS

APPROVED FOR RECORD CLERK OF THE CIRCUIT COURT

11.11.7 a WASHINGTON COUNTY

10-2-92 at -

ARTICLES OF AMENDMENT

SUBURBAN INSULATION, INC.

Suburban Insulation, Inc., a Maryland Close Corporation having its principal office in Washington County, Maryland having its principal office in Washington County, Maryland = (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland thats

FIRST: The charter of the Corporation is hereby amended by deleting in its entirety Article FIFTH, and by substituting in lieu thereof the following Article FIFTH:

FIFTH: That a change of address of the principal office be filed with the State Department of Assessments and Taxation as follows:

That the new principal office of the Corporation is:

185018 Maugans Avenue Hagerstown, MD 21742

That the Resident Agent's name and address is:

Marvin Stewart 18501B Maugans Avenue Hagerstown, MD 21742

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on August 6, 1992, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the 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 August 6, 1992.

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

THE UNDERSIGNED, Silas S. Martin, President, who executed on behalf of said Corporation the aforegoing Articles of Amendment of which this certificate is made a part, hereby acknowledges, in the name and by Mebalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge,

FEB 24 | 06 PM '93

22798383

3454

CENNIC J. WEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

SUBURBAN INSULATION, INC.

Martha R. Martin By

Secretary

Silas S. Martin

President

STATE OF Virginia, COUNTY OF Amelia, To-Wit:

I HEREBY CERTIFY that on this /# day of September, A.D. 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Silas S. Martin, President of Suburban Insulation, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Notary Public Popers

My Commission Expires: 4-30-94

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

\*Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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		Consolidation)				
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# 00046 00672 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF SUBURBAN INSULATION, INC.

APPROVED AND RECEIVED FOR RECORD I	THE STATE DEPARTMENT	OF ASSESSMENTS AND TAXATION
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OF MARYLAND OCTOBER

2, 1992 AT

11:47

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D0819656

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1995

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: LORETTE J. THORNHILL
P O BOX 1267
HAGERSTOWN MD 21741 1267

07203060714

A 403866

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3454 2270



00046 00573 DIT TOWN OF AGSESSMENTS

CORPORATION RECORDS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ATTAIL LD FOR PAYMENT

10-2-92 at 11:56 a.m.

ARTICLES OF SALE AND TRANSFER BY AND BETWEEN MIDDLEKAUFF CHRYSLER-PLYMOUTH, INC., TRANSFEROR

AND RBS AUTOMOTIVE, INC., TRANSFEREE

THESE ARTICLES OF SALE AND TRANSFER, enteredminto this 1st day of October, 1992, by and between Middlekauff Chrysler-Plymouth, Inc., a corporation organized under the laws of the State of Maryland, with principal place of business located at 790 Potomac Avenue, Hagerstown, Maryland 21742 (hereinafter referred to as the "Transferor"), and RBS Automotive, Inc., a corporation organized under the laws of the State of Maryland with principal place of business located at State of Maryland, with principal place of business located at 201 South Edgewood Drive, Hagerstown, Maryland 21740 (hereinafter referred to as the "Transferee"). The Transferor and Transferee hereby certify to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") as follows:

FIRST: The Transferor hereby agrees to sell, assign and transfer all or substantially all of its property and assets unto the Transferee, as hereinafter set forth.

The Transferor is Middlekauff Chrysler-Plymouth, SECOND: Inc., a corporation organized under the laws of the State of Maryland. The Transferee is RBS Automotive, Inc., a corporation organized under the laws of the State of Maryland.

THIRD: The address and principal place of business of Transferee is 201 South Edgewood Drive, Hagerstown, the Maryland 21740.

FOURTH: The Transferor has its principal office in Hagerstown, Washington County, Maryland and owns no real property in this State. The Transferee has its principal office in Hagerstown, Washington County, Maryland and owns no real property in this State.

FIFTH: The terms, provisions and conditions of the sale and transfer are set forth in an Asset Purchase Agreement dated August 20, 1992 (hereinafter referred to as the "Agreement"), which is incorporated herein by reference.

The nature and amount of the consideration to be paid and transferred by the Transferee in consideration for the property and assets of the Transferor is the sum \$429,088 pp, rsubject to certain adjustments provided for in the Agreement, like the assumption of the Transferor's existing new and used car and truck floor-plan loan, as more fully described in the Acreement. The Transferee is not liable for any debts or collegations the Transferor, except as expressly provided otherwise in the Acreement.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SEVENTH: In consideration of the monetary sums and other considerations set forth in Article Sixth hereinabove, the receipt and sufficiency of which are hereby acknowledged, the Transferor hereby bargains, sells, transfers and assigns to the Transferee, and its heirs, personal representatives, legal representatives, successors and assigns, all the personal property, assets, businesses and rights owned by the Transferor and used or usable in the operation of the Transferor's business (referred to hereinafter and in the Agreement as the "Seller's Business") (except for real property and improvements thereon used or usable in the operation of the Seller's Business, in-ground lifts, heating, plumbing, air conditioning and lighting fixtures, other permanently affixed trade fixtures other than signs, billed and outstanding accounts receivable, cash on hand, records of the Seller's directors and stockholders meetings, the Seller's stock transfer records, and the Seller's general ledgers, journals and tax returns, all of which remain with the Seller) including, without limitation, all the personal property, assets, rights and businesses listed and described in Exhibit A, attached hereto and made a part hereof.

EIGHTH: These Articles shall be construed and the legal relations between the parties shall be determined and enforceable in accordance with the laws of the State of Maryland.

NINTH: On August 20, 1992, by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Transferor unanimously adopted a resolution advising the foregoing sale and transfer, as set forth in these Articles and in the Agreement.

TENTH: On August 20, 1992, by written informal action taken pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Transferor unanimously approved the foregoing sale and transfer, as set forth in these Articles and in the Agreement.

ELEVENTH: On August 20, 1992, by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Transferee unanimously adopted a resolution approving the foregoing sale and transfer, as set forth in these Articles and in the Agreement.

IN WITNESS WHEREOF, Middlekauff Chrysler-Plymouth, Inc. has caused these Articles of Sale and Transfer to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 1st day of October, 1992. The undersigned President of Middlekauff Chrysler-Plymouth, Inc. hereby acknowledges that

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

these Articles of Sale and Transfer are the act and deed of Middlekauff Chrysler-Plymouth, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects, to the best of his knowledge, information and belief.

ATTEST:

MIDDLEKAUFF CHRYSLER-PLYMOUTH

INC.

M. Missel Kauf

E. Middlekauf Hugh

President

IN WITNESS WHEREOF, RBS Automotive, Inc. has caused these Articles of Sale and Transfer to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 1st day of October, 1992. The undersigned President of RBS Automotive, Inc. hereby acknowledges that these Articles of Sale and Transfer are the act and deed of RBS Automotive, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects, to the best of his knowledge, information and belief.

ATTEST:

Edison R. Zayas

Secretary /

RBS AUTOMOTIVE, INC.

By: Robert B. Suddith

President

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

EXHIBIT A

#### LIST OF ASSETS

- 1. <u>Inventory</u>. All raw materials, work in progress, finished goods, supplies and other inventory used or usable in connection with the Seller's Business, including but not limited to all new and used car and truck inventory, whether outright owned or floor-planned, and all "hold-back" funds and credits received or receivable by the Seller before or as of the closing on or in consequence of new car and truck inventory on hand as of the closing date.
- 2. Furniture, Fixtures, Equipment and Other Tangible Personal Property. All furniture, fixtures, tools, machinery, equipment, vehicles and other tangible personal property used or usable in connection with the Seller's Business, including but not limited to all such tangible personal property itemized in Schedule A-2, attached hereto and made a part hereof, and all signs, whether or not permanently affixed, but excluding in-ground lifts, heating, plumbing, air conditioning and lighting fixtures, and other permanently affixed trade fixtures other than signs.
- 3. <u>Seller's Interest in Leasehold Improvements and Other Permanently Affixed Trade Fixtures</u>. The Seller's interest in all leasehold improvements and permanently affixed trade fixtures in the form of leasehold improvements, other than signs, located on or about the Dealership Premises (as defined in the Agreement), and used or usable in connection with the Seller's Business, including but not limited to all such leasehold improvements and fixtures itemized in Schedule A-3, attached hereto and made a part hereof.
- 4. Good Will, Corporate and Trade Names and Other Intangible Personal Property. All franchises, good will, corporate and trade names, trademarks and service marks, rights under contracts, leases, licenses, permits, copyrights and patents, and all other intangible personal property, rights and interests used or usable in connection with the Seller's Business (except for the Seller's billed and outstanding accounts receivable, cash on hand, records of the Seller's directors and stockholders meetings, the Seller's stock transfer records, and the Seller's general ledgers, journals and tax returns, all of which remain with the Seller), including but not limited to the exclusive right to use and trade under the Seller's corporate and/or trade names "Middlekauff Chrysler-Plymouth", "Middlekauff Isuzu", "Middlekauff Chrysler-Plymouth-Isuzu", and similar variations thereof, anywhere in the State of Maryland and anywhere else within a fifty (50) mile radius of Hagerstown, Maryland.

SCHEDULES A-2 AND A-3

00046 00677 CLERK OF THE CIRCUIT COURT

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	group Totals						435.00			0.00	435.00
							***********		437,00	0.00	*******
3	3 - FURNITURE, SIGNS	& EQUIP								• •	
	1 ACQUIRED FROM PARTA		SL	u	3.0000	0.00	2,584.07	0.00	2,684.07	0.00	2,584.07
	1 AIR CONDITIONER		<b>D3</b>		7.0000	0.00	900.00		900.00	0.00	900.00
3	1 DESKS	2/15/79	03		7.0000	0.00	434.24		434.24	0.00	434.24
	1 WASTE OIL FURNACE	9/15/80	03	И	7.0000	0.00	1,191.75		1,191.75	0.00	1,191.75
i	1 AMC SIGN	9/15/81	R	5.0N			3,702.42		3,702:42	0.00:	
,	1 ISUZU SIGN	4/15/83	R	5.0K			4,022,00		4,022,00	0,00:	
,		12/15/83	R	5.01				978.00	1,200.00	0.00	1,200.00
}	1 LIFTS	3/01/89M	Ж	7.08				9,847.50	9,547.30	0.00	9,847.50
							*********	******			
	Group Totals						23,981.98	3.50e	23,981,98	0.00	23,981.98
							*********	******	*********		
	4 - COMP CARS/SERVICE	e veuinir									
	1 DOOGE TRUCK	6/15/75	91	v	# nnnn	0.00	7 500 00	0.00	7 700 00	A AA	7 144 44
3		6/15/76	3L		5.0000	0.00	3,500.00		3,300.00	0.00	3,500.00
		0/13/10	34	M	3,0000	0.00	3,490,00		3,490.00	0.00	3,490.00
	Group Totals						6,990.00			0.00	6,990.00

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Business Aqtivities				XIDO	LEXAUFF	CHR-PLY 3	8-546	5	2-0943828	ċ	lient: 51338
3/92 CE:51 pm Loo, # 1	- 999 Gr	. #	1 - 99	79	ax Dep.	Summery B	y Group	Perio	d 4/01/91	- 3/31/92	Page 2
1 Loc Property Descript.	Acquired S	p Xt	h CL	Life	SV / 81	25% ITC	Cost	EXP/AFD	Prior Dep.	CUP Dep.	End. Dep.
	********				• • • • • • •		• • • • • • • • • • • • • • • • • • • •	******	********	*******	
⇒ \$ 5 - LEASEHOLD IMPROV	EXENTS										
2 I LENSH BRITOTHE	12/03/86	R	19.CR				19,562.00	0.00	6,631.34	1,193.28	7,824.62
							•••••				
Group Totals							19,562.00	0.00c	6,631.34	1,193.28	7,824.62
							*********			********	********
m # 6 ·							•				
1 1 PAVING	3/31/894	Ж	15.0N				10,000.00	0.00	2,001.25	799.88	2,801.13
2 1 SECURITY SYSTEM	3/31/ <del>89H</del>	Ж	7.0W				2,100,00	152.30	1,141,86		-,
3 1 LOT LIGHTING	3/31/89H	Ж	15.CN				8,540,00	0.00	****	691.09	.,
4 1 YALKWAYE	3/31/89H	М	15.0%				15,400.00		3,081.93		4,313.74
5 1 BUILDING	3/31/89		31.58				265,369,44		17,199,38	8,424,43	
5 1 MILDING IMPROVEMEN	7/31/89	Ж	31.5R				36,342.00		1,970,92		*
							*********				
group Totals							337,851.44	0.00c	27,124.92	12,574.67	39,699.59
							*********				
Grand Totals							416,551.78	0.000	92,859.56	13,767.95	106.627.61

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# 00046 00679

CLERK OF THE CIRCUIT COURT
MIDDLEXWYWARHING TON COUNTY

Buxiness Activities 0/92 08:51 pw Loc. # 1 - 999 Or. # 1 - 999

Tex Asset Listing By Location

52-0943828 Client: 51338 Period 4/01/91 - 3/31/92 Page 1

XUM	Property Description	COST	Serial Number	• непо 1
*****	# + + + + + + + + + + + + + + + + + + +	**********		
tion #	1 - BOB POTOMAC AVENUE			
1 V	ARIOUS ACQUIRED EQUIP	9,186.43		
2 E	COULDHENT	233.24		
3 A	IR COMPRESSOR	565.00		
4 4	ACK .	236.37		
5 1	JACK	242.25		
6.7	ARTS WASHER	260.00		
7 0	INDERCOATING MACHINE	255,83		
8 H	SUTCHSON SANDER	103.48		
9 1	112 COMPRESSOR	183.54		
10 0	RICKET TOOLS	310,96		
11 E	ELECTRONIC TESTER	3,104.40		
12 ×	ACHINE & TOOLS	341.06		
13 0	CHRYSLER ANALYZER	1,430.00		
14 8	ESS 1.5 TON JACK	182.00		
15 3	JACX	389.00		
15 8	TRANE PULLER	2,584.40		
	EAN-BURN COMPUTER	1,066,00		
	FRONT-END MACHINE	2,301.41		
	INGLE SPIN	3,063,00		
	TIRE CHANGER	1,390.75		
	AT-READER	435,00		
1.	ACQUIRED FROM PARTHERSHI	2,584.07		
2 /	AIR CONDITIONER	900.40		
3 0	DESKE	434,24		
	WASTE OIL FURNACE	1,191.75		
3 /	MC SIGN	3,702.42		
	KD12 UZUBI	4,022.00		
	TER 1902	1,200.00	•	
	LIFTS	9,347.50		
	DODGE TAUCK	3,500.00		
	DOOGE TRUCK	3,490,00		
	I BUZU BUILDING	19,562.00		
	PAVENG	10,000,00		
	SECURITY SYSTEM	2,100.00		
	LOT LIGHTING	8,540.00		
	ALKHAYS	13,400.00		
	BUILDING	265,369,44		
5 1	BUILDING IMPROVEMENTS	36,342.00		
(	Grand Totals	416,531.78		
,				

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



APPROVED BY



UIT COURT OUNTY

Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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10		Expedited Fee		lame)	
20		Organ. & Capitalization Rec. Fee (Arts. of Inc.			
61	-	Rec. Fee (Amendment)	/		
62 63		Rec. Fee (Merger or			
30		Consolidation)			
64	20	Rec. Fee (Transfer)		Change of Na	
65		Rec. Fee (Dissolution)			incipal Office
66		Rec. Fee (Revival)	_		sident Agent
52		Foreign Qualification Cert. of Qual. or Reg.	_	Address	Sidelic Agent
50 51		Foreign Name Registrati	on		of Resident Agent
13		Certified Copy			of Resident Agent
56		Penalty			Agent's Address
54		For. Supplemental Cert.	_	Other Change	
53		Foreign Resolution			
73		Certificate of Conveyar	ice		
76		Certificate of Merger/	Transfer		
			<del></del>	0.4.	
76		Special Foo		Code	
75 80		Special Fee For. Limited Partnersh	in		
83		Cert. Limited Partner		ATTENTION:	
84		Amendment to Limited P.	artnership	James 4	15/
85		Termination of Limited	Partnership	James	J. Tone
21		Recordation Tax			
22		State Transfer Tax Local Transfer Tax			
23		Corp. Good Sta	nding		M:10. 21.
NA		Foreign Corp. Registra	tion	MAIL TO ADDRESS	Miller, Oliv
87		Limited Part.	Good Standing	Rough	a of al
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		late filing penalties		P+	2 0
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91		Amend/Cancellation, Fo	or. Limited Part.	. 11	m 0
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		Don			7454 216E

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF TRANSFER

OF

MIDDLEKAUFF CHRYSLER-PLYMOUTH, INC.

(A MD CORP.)

AND

RBS AUTOMOTIVE, INC.

(A MD CORP.)

TRANSFEROR

TRANSFEREE

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

OF MARYLAND OCTOBER

2, 1992 AT 11:56

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

	ON	3/4:41	4/	66 . 4	1414	~
A	PITA	LIZ	ATIO	N F	EE I	PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D2835395

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MILLER, OLIVER, BEACHLEY ETAL
ATTN: JAMES W. STONE
28 M. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 217

MD 21741 1269

07203060691

A 403849



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENT 00046 00682

AND TAXATION

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

O-2-92 at 8.30 a.m.,

COHILL CONSTRUCTION, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

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

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, residential and commercial roads, sidewalks, highways, bridges, or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.
- (2) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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LENNIC J. WEAVER, CLERK

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 12854 Cohill Road, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland are Eugene E. Cook, 12854 Cohill Road, Clear Spring, Maryland 21722. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Eugene E. Cook Eugene D. Cook Robert J. Cook

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.
- (b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this day of October, A.D. 1992.

Witness:

Gere M. Baker

Jan Ton

3454 0:

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator

P.S.



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

t		P.A Religi	ous <u>V</u>	_ Close <u></u>	Stock	Nonstock
Mergin	ng sferor)		Survivi (Transf	ng eree)		
CODE	AMOUNT	FEE REMITTED	Name Ch	nange		
10	_0	Expedited Fee	(New Na	ame)		
20	20	Organ. & Capitalization				
61	20	Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or				
		Consolidation)		Change	of Name	
64		Rec. Fee (Transfer)			of Princip	al Office
65		Rec. Fee (Dissolution)			of Residen	
66		Rec. Fee (Revival)	_		of Residen	
52		Foreign Qualification Cert. of Qual. or Reg.	_	Address		0 7.30
50		Foreign Name Registration				sident Agent
51		Certified Copy	_			sident Agent
13		Penalty				t's Address
56 54		For. Supplemental Cert.				
53		Foreign Resolution				
73		Certificate of Conveyance				
			_			
76		Certificate of Merger/Transfer				
				Code_ 07	75	
			_	Code		
75		Special Fee			P	1 10
80		For. Limited Partnership		ATTENTION	Lunn	J. Meyer
83		Cert. Limited Partnership Amendment to Limited Partnersh	nio	ATTENTION	7710	1
84		Termination of Limited Partner	rehin		0	0
85		Recordation Tax	31112			
21		State Transfer Tax				
23		Local Transfer Tax				
31		Corp. Good Standing				
NA		Foreign Corp. Registration		MAIL TO A	DDRESS:	
87		Limited Part. Good St	anding			
71		Financial				
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF COHILL CONSTRUCTION, INC.

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

OF MARYLAND OCTOBER

2, 1992 AT

8:30 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

MINION ASSESSMENT

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3514759

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: MEYERS, YOUNG & GROVE, P.A. ATTN: LYNN F. MEYERS P 0 BOX 1257 HAGERSTOWN MD 21741 1267

07003050409

A 403451

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.





DEFARTMENT OF ASSESSMENTS 00046 00688 CORPORATION RECORDS

AND TAME TON APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

30/92 HAGERSTOWN GENERAL RENTAL,

ARTICLES OF INCORPORATION

Richard L. Bernhard, whose post office address is 1101 Jefferson Boulevard, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

HAGERSTOWN GENERAL RENTAL, INC.

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

- 1. To own and carry on the business of tooling and equipment rental.
- 2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1101 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Richard L. Bernhard, 1101 Jefferson Boulevard, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 7'08 d35 266/ three (3), which number may be increased or decreased pursuant to

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EENNIC J. WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1);
- 2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The name(s) of the Director(s) who shall act until the first annual meeting or until their successor(s) are duly chosen and qualified are:

#### Richard L. Bernhard

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, 3846h2429

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

shares.

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

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

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

- 2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- 3. With respect to any corporate representative other than a present or former Director or Officer, the 3453 2430

# CLERK OF THE CIRCUIT COURT

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of September, 1992, and I acknowledge the same to be my act.

WITNESS:

Richard. L. Bernhard

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.5



# Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

OCUM	ENT CODE _	BUSINESS COL			COUNTY	
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1	20	Rec. Fee (Arts. of Inc.)				
2	00	Rec. Fee (Amendment)				
3		Rec. Fee (Merger or				
		Consolidation)				
4		Rec. Fee (Transfer)		Chang	e of Name	
5		Rec. Fee (Dissolution)		Chang	e of Principal	
6 .		Rec. Fee (Revival)			e of Resident	
2		Foreign Qualification	_		e of Resident	Agent
0		Cert. of Qual. or Reg.		Addre		
1		Foreign Name Registration			nation of Resi	
3		Certified Copy	_		nation of Resi	
6		Penalty			esident Agent'	
4		For. Supplemental Cert.		Other	Change	
3		Foreign Resolution				
3		Certificate of Conveyance				
76		Certificate of Merger/Transfer				
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				Code		
75		Special Fee For. Limited Partnership				
80		Cert. Limited Partnership		ATTENTIO	ON: ML	hall.
83 84		Amendment to Limited Partnership	D			-
85		Termination of Limited Partnersh		刀.	Day, 5	DR.
21		Recordation Tax	, .			ý-
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# D0046 00693

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HAGERSTOWN GENERAL RENTAL, INC.

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

OF MARYLAND SEPTEMBER 30, 1992 AT

3:37 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3514353

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TJ:
DAY & SCHNEIDER, P.A.
ATTN: MICHAEL G. DAY, ESQ.
120 WEST WASHINGTON STREET, #300
HAGERSTOWN MD 21740

06903060275

A 403544

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

E453 2427

AND TAXATION OF MARYLAND IN LIBER. FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(1)

Hiser Construction, Inc. , a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corportation is hereby amended as follows:

We, the undersigned, Samuel K. Hiser, President of Hiser Construction, Inc., and Danette R. Hiser, Secretary of Hiser Construction, Inc., a corporation, do hereby certify that a special meeting of the Board of Directors of said Corporation was called and held at the principal office at 13813 Village Mill Drive, Maugansville, Maryland, 21767 on September 25, 1992, at which a quorum was present and the following resolutions were unanimously adopted:

RESOLVED: that this corporation file an amendment to it's charter electing to become a close corporation, enabling the corporation to exempt it's officers from being required to be covered under the Workmen's Compensation coverage for the State of Maryland.

STATE DEPARTMENT OF ASSESSMENTS AIL TAXATION

APTROVED FOR PAYMENT

9-92 at

This amendment of the charter of the corporation has been approved by

The directors and shareholders

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act. FILED

antherties Secretary 06 FH 193 FEB 24

CENNIC O MEAVER, CLERK

22738204

President

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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20		Organ. & Capitalization Rec. Fee (Arts. of Inc.)		
51 52	200	Rec. Fee (Amendment)		
33		Rec. Fee (Merger or		
		Consolidation)		Change of Name
54 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name Change of Principal Office
56 ·		Rec. Fee (Revival)		Change of Resident Agent
52		Foreign Qualification		Change of Resident Agent
50		Cert. of Qual. or Reg. Foreign Name Registration		Address Resignation of Resident Agent
51 13		Certified Copy		Designation of Resident Agent
56		Penalty		and Resident Agent's Address
54		For. Supplemental Cert.	-	Other Change from and many s
53 73		Foreign Resolution Certificate of Conveyance		- and cary.
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83		Cert. Limited Partnership		ATTENTION:
84		Amendment to Limited Partnersh		
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

HISER CONSTRUCTION, INC.

APPROVED ANI	D RECEIVED FOR KE	COKD	SY THE S	IAIE	DEPARTMENT OF	A33E33MEN	NIS AND IAXAHON
OF MARYLAND	SEPTEMBER	29,	1992	AT	8:26	O'CLOCK	A • M. AS IN CONFORMIT

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D3094695

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED AFR 1 5 1993

RETURN TO:
HISER CONSTRUCTION, INC.
P.O. BOX 714
MANUGANSVILLE MD 21787

05803050136

A 403241

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

00046 00697

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

1/3

STATE DESTRUCTION UNLIMITED, INC

RECEIVED

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STATE - 7. OF

SSESSMENTS & TAXAT

A CLOSE CORPORATION UNDER TITLE 4 &

ARTICLES OF INCORPORATION

FIRST: The undersigned, James E. Joy, whose post office address is, 672 Highland Way, Hagerstown, MD 21740, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is JOY'S CONSTRUCTION UNLIMITED, INC.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the Corporation is formed is as follows:

General construction of residential buildings, specializing in carpentry, flooring, roofing, siding, decks, and garages for new construction and repairs.

is draw, make, accept, encorse, execute and issue promissory noted.

selfts, warrants, mortgages, cond., debent res and other negotiable

FEB 24 | 1 06 PM '93

and non-nerotialis instruments

EENNIC J. WEAVER, CLERK

 $221384\overline{28}$ 

# 00046 00698 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

the 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 and the purpose.

FIFTH: The bost office address of the brincipal office of the Corporation in Marviand is 672 highland way. Hagerstown, MD 21740

The name and bold office address of the resident agent of the Corporation in Maryland are James E. Joy, 672 Highland Way, Hagertown, MD 21740.

SIXTH: The total number of shares of stock which the Cornoration has althority to issue is ten thousand shares (20,000) of the oar value of \$10.00 per share, all of one class, and having on again state par \$2428, 1055 of 48100,000.000.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SEVENTH: The Corporation elects to have no board of directors.

James E. Joy will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this  $365^+$  day of July, 1992.

WITNESS:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I MERCHY CERTIFY. that on this  $3/s \not \sim$  day of July, 1992, before me, the subscriber, a Notary Fublic in and for the State and County aforesaid, personally appeared James E. Joy, who did acknowledge that he/she executed the foregoing Articles of Incorporation as his/ ner voluntary act.

WITHESS my hand and Notarial Seal.

Judith a. Springer, Notary Public

My Commission Engines:

-420 1056-

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



COURT

# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE _	BUSINESS CO	DDE	03 COUNTY _//
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10	30	Expedited Fee	(New Na	ame)
20	20	Organ. & Capitalization Rec. Fee (Arts. of Inc.)		
61 62		Rec. Fee (Amendment)		
63		Rec. Fee (Merger or		
64		Consolidation) Rec. Fee (Transfer)		Change of Name
65		Rec. Fee (Dissolution)		Change of Principal Office
66		Rec. Fee (Revival)		Change of Resident Agent
52 50		Foreign Qualification Cert. of Qual. or Reg.		Change of Resident Agent Address
51		Foreign Name Registration		Resignation of Resident Agent
13		Certified Copy	_	Designation of Resident Agent
56 54		Penalty For. Supplemental Cert.		and Resident Agent's Address Other Change
53		Foreign Resolution		
73		Certificate of Conveyance		
76		Certificate of Merger/Transfer		
			-	Code
75		Special Fee		
80		For. Limited Partnership Cert. Limited Partnership		ATTENTION:
83 84		Amendment to Limited Partnersh	ip	ATTEM TON.
85		Termination of Limited Partners	ship	
21		Recordation Tax State Transfer Tax		
23		Local Transfer Tax		
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NA 87		Foreign Corp. Registration Limited Part. Good Sta	ndina	MAIL TO ADDRESS:
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00046 00701 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION JOY'S CONSTRUCTION UNLIMITED, INC.

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

OF MARYLAND JULY

31, 1992 AT

8:05 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3477601

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: JAMES E. JOY 672 HIGHLAND WAY HAGERSTOWN

MD 21740

OF MARYLAND HIM

026C3060197

A 398256

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# COPPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

			CERTIF	CATE OF		MERGER
					V	TRANSFER
						CONSOLIDATION
						SHARE EXCHANGE
то: [	Х					shington County (Land Records
T	he Stat	e Depar	tment of	Assessment	s and Taxa	ation of Assessments and
Taxati	on does	hereby	certify	that Artic	les of	Transfer
have be	een fil	ed in th	nis office	on s	eptember 2	28, 1992 at 10:07 A.M.
1	) The	name of	each part	y to the	Articles i	S
MARTIN	ESTATE	S, INC.	(A MD CO	RP.) - TRA	NSFEROR	
CHATTA	S ENTER	PRISES I	AUGANS A	VENUE LIMI	TED PARTNE	RSHIP ( A MD LIMITED
PARTINE	RSHIP)	- TRANS	TEREE			
2)	The r	name of	the succe	ssor and t	he location	on of its principal office
in this	State	or if i	t has non	e, its pri	ncipal pla	ace of business is
GHATTA	S ENTER	PRISES !	AUGANS AV	VENUE LIMI	ED PARINE	RSHIP (A MD LIMITED
PARTNE	RSHIP)	- TRANSI	PEREE			

As Witness my hand and the Official seal of the said Department at Baltimore this 9th day of October ,

FILED

Geraldine C. Sheley Officer Supervisor IV

FEB 26 | 07 PH 93

TENNIOL WEAVER, CLERK

CONTRATION DECOPOS STALL I

00046 00703

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(A close Corporation under Title 4, Section 4-101 <u>et seq.</u>, Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

BLUE CANOPY, INC.

#### ARTICLES OF INCORPORATION

The undersigned, E. Kenneth Grove, Jr., Whose Post Office address is 82 W. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

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

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To engage in the sale of flowers upon a retail basis as well as in the sale of plants, decorative items, and related gifts.
- To own, lease, and maintain such places of business at whatever sites and locations in furtherance of the corporate business purposes as may be necessary.
- To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

FILED

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23298099

CENNIC & WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 44 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are E. Kenneth Grove, Jr., 82 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having no par value, all of one class.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- a. Susan S. Itell
- Bernice K. Gearhart Rebecca J. Vardaman b.

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 (a) hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

transferable.

- (b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this day of November, A.D. 1992.

WITNESS:

Auth of Thereby

E. Kenneth Grove, Jr.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00707

Department of Assessments and Taxation LERK OF THE CIRCUIT COUNT CHARTER DIVISION WASHINGTON COUNT CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	feror)	·	Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	
10	30	Expedited Fee	(New Name)
20	40	Organ. & Capitalization	
51	20	Rec. Fee (Arts. of Inc.)	
52		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
65 66		Rec. Fee (Revival)	Change of Principal Office
52		Foreign Qualification	Change of Resident Agent
50		Cert. of Qual. or Reg.	Change of Resident Agent
51		Foreign Name Registration	Address
13		Certified Copy	Resignation of Resident Ager Designation of Resident Ager
56 54		Penalty For. Supplemental Cert.	and Resident Agent's Address
53		Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership Cert. Limited Partnership	CODE 075
83 84		Amendment to Limited Partnership	
85		Termination of Limited Partnersh	nip
21		Recordation Tax	Sh armbill
22		State Transfer Tax	ATTENTION:
23		Local Transfer Tax	In products
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87		Limited Part. Good Stand	ding
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		Property Reports and	MAIL TO ADDRESS:
70		late filing penalties Change of P.O., R.A. or R.A.A.	•
91		Amend/Cancellation, For. Limite	
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	•
97		LLC Cancellation	
96 94		Reg. Foreign LLC Foreign LLC Supplemental	
92		LLC Good Standing (sho	rt)
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BLUE CANOPY, INC.

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

OF MARYLAND NOVEMBER 20, 1992 AT 11:03 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

40.00

20.00

\$

D3541497

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LORETTA SHORNHILL
P O BOX 1267
HAGERSTOWN MD 2

MD 21741 1267

103C3062094

A 407446

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 7454 1474



# CORPORATION RECORDS

00046 00709

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
STATE DEPARTMENT OF ASSESSMENTED
AND TAXATION RECEIVED

DUKE ENGINEERING, INCAPPROVED FOR RECORD

ARTICLES OF INCORPORATION

STAME DEPT. OF

FIRST: I, Richard W. Douglas, whose post office add-dress is 21 Summit Avenue, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a communication of the winter and by winter least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 51 E. Antietam Street, Hagerstown, MD 21740. The name and post office \ address of the Resident Agent of the Corporation is Merle L. Saville, 51 E. Antietam Street, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this

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

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be fewer than three (3), provided that:

- If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of Stockholders.

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LENNIC & WEAVER, CLERK

BY:

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified: Xuan Duc Nguyen, Merle L. Saville, Henry Bonebrake, and William A. Brindle.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.
- (3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fact value of his stock.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or converti-

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ble into such shares, or any warrants or other instruments evidencing rights or other rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: No Director or Officer of the Corporation shall be liable to the Corporation or to its Stockholders for money damages except (1) to the extent that it is proved that such Director or Officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based on a finding in the proceeding that such Director's or Officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this  $\frac{5}{2}$  day of November, 1992, and I acknowledge the same to be my voluntary act and deed.

Witness

Richard W. Douglas

3464 1222

\_(SEAL)

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

No



# 00046 00712

CLERROFTER CRESSESSION TO THE TRANSPORTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUME	NT CODE _	02 BUSIN	IESS CODE	23	COUNT	7/
#		P.A F	Religious	_ Close	Stock	Nonstock
	feror) _					
CODE	AMOUNT	FEE REMITTED				
10 20 61 62 63	20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.				
64 65 66 52 50 51 13 56 54 53 73		Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	- =	Chang Chang Chang Addre Resig Desig and R	e of Name e of Principa e of Resident e of Resident ss nation of Res nation of Res esident Agent r Change	Agent Agent ident Agent ident Agent 's Address
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TOTAL FEES	Doc	Check checks BY: POM	Cash	NOTE:		3464 1223

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF DUKE ENGINEERING, INC.

APPROVED AND	RECEIVED FOR RE	CORD BY THE	STATE DE	PARTMENT (	OF ASSESSME	NTS AND TAX	ATION
OF MARYLAND	NOVEMBER	9, 1992	AT	9:23	O,CFOCK	<b>A</b> • M. A	S IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.					
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s2	0.00	\$		20.00		\$	
			D354	1059			
TO THE CLERK	OF THE COURT OF		WASH	INGTON	COUNTY		

RETURN TO: RICHARD DOUGLAS 21 SUMMIT AVENUE HAGERSTOWN

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED 479 1 3 1993

MD 21740 5506

103C3062050

A 407403



RECORDED IN THE RECORDS OF THE

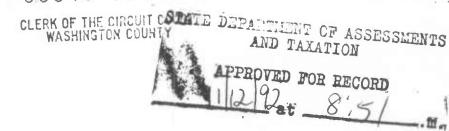
B464 1219

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS

REGEIVED '92 NOV 12 AM 8 51



#### ARTICLES OF INCORPORATION

OF

#### LONG MEADOW MERCHANTS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen years of age or older and whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is LONG MEADOW MERCHANTS ASSOCIATION, INC

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

To promote business for the Long Meadow Shopping Center as a whole through advertising, sponsoring community events, etc. To promote business for the Long Meadow Shopping

improve the business conditions of all the merchants of the Long Meadow Shopping Center.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United Stards Afternal Revenue Law).

23258336

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ENNIC J WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the power and purpose to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1337 Outer Drive, Hagerstown, Maryland, 21742. The name and post office address of the resident agent of the Corporation in this State are Debra K. Hunt, 1337 Outer Drive, Hagerstown, Maryland, 21742. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The affairs and activities of the Corporation, except as provided by statute, by these Articles of Incorporation and by the By-Laws, shall be conducted and managed by a Board of Directors. Said Board of Directors shall consist of seven (7) directors, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Debra K. Hunt, Evelyn Carman, James Van Evera, Lettie Golden, Wesley Phleeger, Larry Hierstetter and Gerrianne Hammond.

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, providing the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10th day of November, 1992.

J. Witmen

WITNESS:

Russell M. Marks

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10th day of November, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires:

7/1/95

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CIRCULATE DIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

	feror) _		Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	
10 20 61	20 20	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	(New Name)
53		Rec. Fee (Merger, Consol.)	
64 65 66 52 50		Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address
13 56 54 53		Penalty For. Supplemental Cert. Foreign Resolution	Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
30		For. Limited Partnership	0005
3 34		Cert. Limited Partnership Amendment to Limited Partnershi	CODE
5		Termination of Limited Partners	
1		Recordation Tax	
2		State Transfer Tax	ATTENTION:
23		Local Transfer Tax	
31		Corp. Good Standing Foreign Corp. Registration	
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70 91		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limit	
99		Art. of Organization (LLC)	25 6 1 1/4/1
98		LLC Amend, Diss, Continuation	25 Cast Washington
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96		Reg. Foreign LLC	Anderson VIII
94 92		Foreign LLC Supplemental LLC Good Standing (sho	ort)
		Other	
TOTAL	50	)	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
LONG MEADOW MERCHANTS ASSOCIATION, INC.

APPROVED AND	RECEIVED FOR R	ECORD BY THE	STATE DEI	PARTMENT	OF ASSESSMEN	IS AND TAXATION	
OF MARYLAND	NOVEMBER	12, 1992	AT .	8:51	O'CLOCK	A • M. AS IN CONFORM	IIT!
WITH LAW AND	ORDERED RECOR	DED.					
ORGANIZATION AN			RECORI FEE PA			SPECIAL FEE PAID:	

D3541000

TO THE CLERK OF THE COURT OF

20.00

WASHINGTON COUNTY

20.00

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

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

103C3062045

**A** 407399



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3464 1190

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENT 0046 00720 AND TAXATION CORPORATION RECORDS

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY.

11-19-92 at 8:20 a.m.

ARTICLES OF INCORPORATION

SNYDER, ATTORNEYS AT LAW

RECEIVED

92 NOV 19 AM 8 20

#### THIS IS TO CERTIFY:

FIRST: I, the undersigned, George E. Snyder, Jr., whose post office address is 18803 Fountain Terrace, Hagerstown, MD 21742; being at least eighteen (18) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is SNYDER, ATTORNEYS AT LAW, P.A.

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

- (1) To engage in the practice of law, to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents; to perform any act in connection with the legal proceedings before a federal, state, or city court or any subdivision thereof; to advise or direct others as to civil or criminal law; enforce, settle, adjust, or compromise defaults, disputes, or claims; prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation of drawings of pleadings, affidavits, deeds, wills, conveyances, and mortgages; and to engage in any other lawful purpose and business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 28 Jonathan Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less

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EENNIC J. WEAVER, CLERK

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NYDER & ATTOMET POOLE, 14

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

than two (2). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: George E. Snyder, Jr.

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

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

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.
- 3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

- 4. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:
  - (a) the amendment of the Carter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16 day of 1992, and I acknowledge same to be my act.

Dancy & Don's

George E/Snyder, Jr.

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

I HEREBY CERTIFY, that on this 16 day of 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GEORGE E. SNYDER, JR. and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director



Department of Assessments and Taxation CLERK OF THE CHAMIT PERPOIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUMENT CODE OD BUSINESS CODE OD6 COUNTY

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DDE	AMOUNT	FEE REMITTED	
		Expedited Fee	(New Name)
)	20	Organ. & Capitalization	
	20	Rec. Fee (Arts. of Inc.)	
	-	Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1	9	Foreign Name Registration	Address
3		Certified Copy 3	Resignation of Resident Agent
6 4		Penalty For. Supplemental Cert.	Designation of Resident Agent and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	other onlings
		Certificate of Merger/Transfer	
5		Special Fee	
)		For. Limited Partnership	
3		Cert. Limited Partnership	CODE
4		Amendment to Limited Partnership	
5		Termination of Limited Partnersh	ip A A A
1		Recordation Tax	ATTENTION: D. E. Chip Snigle
2		State Transfer Tax	ATTENTION: D. C. Chyp Snyal
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1		Corp. Good Standing	
A		Foreign Corp. Registration	
7		Limited Part. Good Stand	ing
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1		Amend/Cancellation, For. Limite	d Part
9		Art. of Organization (LLC)	100 10
8		LLC Amend, Diss, Continuation	28 Jonathan St.
7		LLC Cancellation	110.1
6		Reg. Foreign LLC	Hagerstown, Md. 217.
4		Foreign LLC Supplemental	
2		LLC Good Standing (shor	t)
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		-	

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SNYDER, ATTORNEYS AT LAW, P.A.

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE ST	TATE DEP	ARTMENT OF	ASSESSMENTS	AND	TAXATION
OF MARYLAND	NOVEMBER	19,	1992	AT	8:20	O'CLOCK	A •	M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDI	ED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

20.00

\$ \_\_\_\_\_

D3539913

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 5 1995

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

102C3061914

A 407276

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



#### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SHARRETT, INC.

ARTICLES OF AMENDMENT

REGEI 92 NOU 17

Sharrett, Inc., a Maryland corporation (hereinarter referred to as the "Corporation"), having its principal place of business at 1333 Dual Highway, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Certificate of Incorporation of the Corporation, as previously amended, is hereby amended by striking in its entirety Article Sixth and by substituting in lieu thereof the following:

"SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Seventy-Five Thousand (75,000) shares having a par value of Ten Dollars (\$10.00) per share, divided into Seven Thousand Five Hundred (7,500) shares of Class A Common Stock with a par value of Ten Dollars (\$10.00) per share, and Sixty-Seven Thousand Five Hundred (67,500) shares of Class B Common Stock with a par value of Ten Dollars (\$10.00) per share.

The following is a description of each class of Stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

- 1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.
- 2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders.

That further, the Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, FEB 26 1 09 FM 33

MAM:110644.1:11/05/92

CENNIC J. WEAVER, CLERK BY:\_\_\_\_\_

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

from time to time before the issuance of the shares, the preferences, rights, voting powers, restrictions and limitations as to dividends, qualifications, or the terms or conditions of redemption of, and the conversation rights of, such shares."

SECOND: The total number of shares of stock of all classes which the Corporation had authority to issue immediately before the foregoing amendment to the Charter is Seven Thousand Five Hundred (7,500) shares, par value of One Hundred Dollars (\$100.00) per share, for an aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000). The total number of shares of stock of all classes which the Corporation has authority to issue as amended by these Articles of Amendment shall be Seventy-Five Thousand (75,000) shares, par value of Ten Dollars (\$10.00) per share, for an aggregate par value of Seven Hundred Fifty Thousand Dollars (\$750,000).

THIRD: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with § 2-408(c) of the Corporations and Associations Articles of the Annotated Code of Maryland, the Board of Directors of the Corporation duly approved the foregoing amendments and by unanimous consent of the Stockholders entitled to vote thereon in accordance with § 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Sharrett, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12th day of November \_\_\_\_\_, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Sharrett, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and in all material respects to the best of his knowledge, information and belief.

ATTEST:

SHARRETT, INC.

ex C. Sallis

President

MAM:110644.1:11/05/92

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00727

Department of Assessments and Taxation CLERK OF THE CHARLES DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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4 5		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name
6 2 0		Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.	_	Change of Principal Office Change of Resident Agent Change of Resident Agent
1		Foreign Name Registration Certified Copy		Address Resignation of Resident Agent
6 4 3		Penalty For. Supplemental Cert. Foreign Resolution		Designation of Resident Agent and Resident Agent's Address Other Change
3		Certificate of Conveyance	_	
6		Certificate of Merger/Transfer		
5		Special Fee For. Limited Partnership		078
3 4 5		Cert. Limited Partnership Amendment to Limited Partnershi Termination of Limited Partners		CODE
1 2		Recordation Tax State Transfer Tax	,,,,,	ATTENTION: J- Doring Llo
3 1 A		Local Transfer Tax Corp. Good Standing Foreign Corp. Registration		0
7		Limited Part. Good Star		
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0		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limit	ed Part.	
g 8 7		Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation		
6 4 2		Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (sho	ort)	
_		Other		
TOTAL FEES	20)	Check Cas		

# 00046 00728 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF SHARRETT, INC.

OF MARYLAND N	OVEMBER 1	17, 19	992 AT	11:08	O'CLOCK	A • M. AS IN CONFO	RMITY
WITH LAW AND ORD	ERED RECORDED						
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ORGANIZATION AND CAPITALIZATION FEE PAID:			RECORI FEE PA			SPECIAL FEE PAID:	
\$		9	S	20-00	_		

D0195537

TO THE CLERK OF THE COURT OF

#### WASHINGTON COUNTY

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

RETURN TO:

OBER, KALER, GRIMES AND SHRIVER
ATTN: J. DORING LLOYD

120 EAST BALTIMORE ST.

BALTIMORE MD 21202 1643

101C3061855

A 407214

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

00046 00729

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENTS

WASHINGTON COUNTY MENTAL HEALTH

APPROVED FOR RESORD SI

THIS IS TO CERTIFY:

FIRST: The undersigned, Robert L. Brandt, whose post office address is 245 E. Irvin Avenue, Hagerstown, Maryland, 21742, being at least twenty one (21) years of age, does hereby form a Corporation under the general laws of the State of Maryland:

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

"WASHINGTON COUNTY MENTAL HEALTH CENTER, INC."

THIRD: The purposes for which the Corporation is formed are: a) to provide evaluation, treatment, case management and related services to seriously mentally ill adults and children; b) to assist family members and others to cope successfully with the burden of serious mental illness; c) to enhance opportunities for seriously mentally ill individuals to realize their full potential for living successfully in the community; and d) without limitations by the foregoing to be vested with and exercise all the powers conferred upon corporations by the Public General Laws of Maryland, including the powers set forth in Section 2-103, of the Corporation and Association volume of the Annotated Code of Maryland, (1985 Edition), and any amendments thereto, provided onlypting this is and shall be a non-profit corporation, no part of the net earning of which shall inure to

FEB 26 | 09 PM '93

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CENNIC J. WEAVER, CLERK

{}Y;

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the benefit of any individual whatsoever.

FOURTH: The Corporation is organized and shall be operated exclusively for the public purposes set forth herein, and its activities shall be carried on primarily in Washington County, State of Maryland, but in any event shall be carried on only within the United States or any of its possessions. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, officer, director or individual, and no substantial part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. It shall not participate in or interview in any political campaign on behalf of any candidate for public office.

FIFTH: The powers of the Corporation, both with reference to the organization and the operation of the Corporation, shall be construed as limited in order to comply with the requirements of the Internal Revenue Code for a corporation qualified under the present Section 501(c) (3) and as it may be amended from time to time.

SIXTH: The post office address of the principal office of the Corporation is 201 South Cleveland Ave., Hagerstown,

Maryland. The Resident Agent, an individual actually residing in this State, is Robert L. Brandt, whose post office address is 245

E. Irvin Avenue, Hagerstown, Maryland, 21742.

**SEVENTH:** The Corporation is not authorized to issue any stock whatsoever.

# CLERNASHINGTON COUNTY

EIGHTH: The Corporation shall have no less than nine (9) directors, and those who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are: Thomas R. Wantz, C.F. Kauffman, Jr., and Robert L. Brandt.

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or cultural purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, Maryland, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of November, 1992.

WITNESS:

Shirley a. Petersheim Mrt & 3rm It (SEAL) 64 0310

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1976 day of November, 1992, before me, the subscriber, a Notary Public of the State of Maryland and County of Washington, personally appeared Robert L. Brandt, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 6/29/94



# WASHINGTON COUNTY CLERK OF THE CIRCUIT COURT MENTAL HEALTH AUTHORIT WASHINGTON COUNTY

265 Mill Street, Suite 500 Hagerstown, Maryland 21740

TELEPHONE: (301) 739-2490 TDD/HEARING IMPAIRED: (301) 791-3383

FAX (301) 739-2250

F. Leon Bayless Executive Director

November 17, 1992

Department of Assessments and Taxation State of Maryland 301 West Preston Street Baltimore, MD 21201-2395

Dear Director:

This letter is written in support of the application for incorporation of the "Washington County Mental Health Center, Inc."

My organization, the Washington County Mental Health Authority, Inc., has been instrumental in the development of the applicant, the Washington County Mental Health Center, Inc. That new corporation will receive funding and oversight from my organization.

Furthermore, we have no objections to the use of the name "Washington County Mental Health Center, Inc." by this applicant.

Sincerely yours,

F. Leon Bayless Executive Director



## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CIRCUIT FMARTER DIVISION WASHINGTON COUNTMARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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64		Rec. Fee (Transfer)		Change	of Name
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50		Cert. of Qual. or Reg.	_		of Resident Agent
51		Foreign Name Registration		Addres	S
13		Certified Copy	_	Resign	ation of Resident Agent ation of Resident Agent
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76		Certificate of Merger/Transfer			
75		Special Fee			
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF WASHINGTON COUNTY MENTAL HEALTH CENTER, INC.

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

A. M. AS IN CONFORMITY 20, 1992 AT 7:56 O'CLOCK OF MARYLAND NOVEMBER WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3538527

TO THE CLERK OF THE COURT OF

HASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TU: ROBERT L. BRANDT 245 E. IRVIN AVE. HAGERSTOWN

MD 21742

10003061630

A 407008

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

TAS4 0307

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



# CORPORATION RECORDS

00046 00736

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF

FWKR REAL ESTATE, INC.

300 p

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the general laws of the State of Maryland, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the Corporation is FWKR Real Estate, Inc.

SECOND: The period of its existence is perpetual.

THIRD: The purpose for which the Corporation is organized is to engage in any lawful activity within the purposes for which corporations may be organized under the Maryland General Corporation Law.

FOURTH: The address of the principal office of the Corporation in Maryland is 10 Western Maryland Parkway, Hagerstown, Maryland 21740.

FIFTH: The address for the initial resident agent of the corporation is 32 South Street, Baltimore, Maryland 21202 and the name of its initial resident agent at such address is The Corporation Trust Incorporated.

SIXTH: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock of one dollar (\$1.00) par value.

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

Wilhelm Rampf Karl Rampf Franz Rampf

232484CCFILED

SCALDXTO | C:\WP51\DOCS\ARTICLES\RAMPF.ART | 11-12-92 | 4:15pm | SAW:alc

FED 26 1 09 PM 93

LENNIC J. WEAVER, CLERK

BY:\_\_\_\_\_

### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

EIGHTH: The name and address of the sole incorporator is:

Name

**Address** 

Peter C. Linzmeyer

c/o Foley & Lardner 1775 Pennsylvania Ave., N.W. Washington, D.C. 20006

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 17, 1992, and acknowledge the same to be my act.

Peter C. Linzmey
Sole Incorporator

DISTRICT OF COLUMBIA

} ss

Personally came before me this 17th day of November, 1992, the abovenamed Peter C. Linzmeyer to me known to be the person who executed the foregoing instrument, and acknowledged the same.

District of Columbia

My Commission Expires May 31, 1997.

My Commission Expires:\_\_\_

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES



00046 00738

Department of Assessments and Taxation CLERK OF THE CIRCUL COUNTARTER DIVISION WASHINGTON COUNTARTER DIVISION

Room 809 301 West Presion Street

PAUL B. ANDER Administrator	SON	Baltimore, Maryland 21201
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76	Certificate of Merger/Transfer	
75 80 83 84 85 21 22 23 31 NA 87 71 600	Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties	ATTENTION: John Wifford  ing  sonal
70 91	Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited	d Part.

\_\_\_\_\_ LLC Good Standing (short) Other\_ TOTAL FEES Check \_\_\_\_ Cash

Reg. Foreign LLC

Art. of Organization (LLC)
LLC Amend, Diss, Continuation
LLC Cancellation

Foreign LLC Supplemental

NOTE:

\_\_\_\_\_ Documents on \_\_\_\_\_ checks APPROVED BY: \_\_\_\_

99 98 97

94 92

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

FWKR REAL ESTATE, INC.

APPROVED .	AND	RECEIVED FOR	RECORD	BY THE S	TATE DEP	ARIMENI OI	ASSESSMENTS	AND	IAXATION
OF MARYLA	ND	NOVEMBER	18,	1992	AT	3:00	O'CLOCK	P.	M. AS IN CONFORMITY
WITH LAW A	AND	ORDERED RECO	RDED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20-00

\$

D3538386

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 5 1993

RETURN TO:
FOLEY & LARDNER
JOHN CLIFFORD
1775 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20006 4680

100C3061616 A 406994



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3464 0247

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### Adult Care Service, Inc. (A Close Corporation)

#### ARTICLES OF INCORPORATION



FIRST: I, W. KENNEDY BOONE, III, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Adult Care Service, Inc.

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 123, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State are Drucilla O. Harvey, 17619 Stone Valley Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Drucilla O. Harvey.

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

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

# 00046 00742 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of November, 1992 and I acknowledge the same to be my act.

W. Kennedy Boone, III Incorporator

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

I HEREBY CERTIFY, That on this day of Wovember 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared W. Kennedy Boone, III, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Bouhan Snort

My Commission Expires: 5.14-94

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY

\_\_ checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CLERK OF THE OFF HAT FORT DIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF ADULT CARE SERVICE, INC.

APPROVED AND	RECEIVED EOR R	ECORD	BY THE S	TATE DE	PARTMENT O	E ASSESSMENTS	AND	TAXATION
OF MARYLAND	NOVEMBER	16,	1992	AT	8:31	O'CLOCK	A.	M. AS IN CONEORMITY
WITH LAW AND	ORDERED RECORI	DED.						
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RECORDING FEE PAID: SPECIAL FEE PAID:

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20.00

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D3538063

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
WACHS, BOONE AND SCHUBEL
W. KENNEDY BOONE, III
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

5 21110 1107

10003061584

A 406963



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS

# ARTICLES OF AMENDMENT 100046 00745

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

VALLEY ART ASSOCIATION, INC.	a Maryland corporation
(Name of Corporation)	
hereby certifies to the State Department of Assessing FIRST: The charter of the corporation is h	ments and Taxation of Maryland that: hereby amended as follows:
Change Article 4. Said corporation is organized e	exclusively for charitable, religious, educational and
scientific purposes, including, for such pu	rposes, the making of distributions to organizations
under Section 501(c)(3) of the Internal F	Revenue Code (or the corresponding section of any
future Federal Tax Code.	
(attach second sheet for further amendments)	
SECOND: The amendment of the charter	r of the corporation as hereinabove set forth has
been duly advised by the board of directors and ap	oproved by the members of the corporation. We
the board of directors duly authorized the amendm	nents that have been presented to us.
FOR USE WHEN AMENDMENT INCREASES AU	THORIZED STOCK: 23158351
THIRD; (a) The total number of share	es of all classes of stock of the corporation
heretofore authorized, and the number of par value	e of the shares of each class, are as follows:
We the undersigned President and Secretary swear	ar under penalties of perjury that the foregoing is
a corporate act.	$\Omega$
Secretary	tan m Julin
Secretary board member	hh II WH UI Moard member
STATE DEPARTMENT OF AS AND TAXATION	
APPROVED FOR PAYN	ENT   3453 2660   3455 2660

00046 00746 VALLEY ART ASSOCIATION, INC.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

% GRANT S. HAINES 34 E. IRVIN AVENUE HAGERSTOWN, MD 21742 (301) 733-3593

AMENDMENT TO ARTICLES OF INCORPORATION VALLEY ART ASSOCIATION, INC

Add Article 15. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, and candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 502(c)3(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Add Article 16. Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or tho a state or local government, for a public purpose.

Page 2 of 2

3463 658H HN

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_\_\_

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CLERK OF THE CIEGUAR OF THE CIEGUAR DIVISION WASHINGTON COUNTY Room ROQ

Room 809 301 West Preston Street Baltimore, Maryland 21201

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4		Amendment to Limited Partnership				
5		Termination of Limited Partnershi	р			
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3		Local Transfer Tax				
1		Corp. Good Standing				
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00046 00748

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
VALLEY ART ASSOCIATION, INC.

APPROVED AND	RECEIVED FOR R	ECORD	BY THE S	STATE	DEPARTMENT C	F ASSESSMEN	TS AND	TAXATION
OF MARYLAND	NOVEMBER	10,	1992	AT	11:44	O.CFOCK	A -	M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:		
S	\$	\$		
	D3248309	-		

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO:
VALLEY ART ASSOCIATION, INC.
C/O GRANT S. HAINES
34 E. IRVIN AVE.
HAGERSTOWN MD 21742

**099**C3061549 **A** 406909

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3 12 2555



### CORPORATION RECORDS

ADVANCED COMPUTERS & ELECTRONICS, INC.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

121 EAST BALTIMORE STREET HAGERSTOWN, MARYLAND 21740 (301) 797-5885 FAX (301) 791-8146

October 22, 1992

STATE DEPARTMENT OF ASSEMENT AND TAXATION 301 WEST PRESTON STREET BALTIMORE, MD 21201

The stockholders of Advanced Computers & Electronics, Inc., a corporation in Maryland on October 22, 1992 duly approved a resolution as follows:

RESOLVED: That the Resident Agent of the corporation is changed to Michael O'Grady, 9808 Gambrill Park Road, Frederick, MD 21702.

I, Curtis Bachtell, Treasurer certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Curtis Bachtell

FILED

Treasurer

92 NON 16 HW 9 E8

RECEIVED

FEB 26 | 10 PM 9323218427

LENNIC J. WEAVER, CLERK

BY: \_\_

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

3483 3560

11-16-92 at 9:08 A.m.

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# 00046 00750

Department of Assessment and Taxatic CLERK OF THE CIRCUMSTER DIVISIO

Room 8
301 West Presion Stre
Baltimore, Maryland 212

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# 00046 00751 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS

OF

ADVANCED COMPUTERS AND ELECTRONICS INC.

APPROVED AN	D RECEIVED FOI	R RECORD	BY THE	STATE	DEPARTMENT	OF ASSESSMEN	TS AND	TAXATION
OF MARYLANI	NOVEMBER	16,	1992	AT	9:08	O'CLOCK	A -	M. AS IN CONFORMITY
WITH LAW AN	D ORDERED REC	ORDED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
5	s 10.00	\$

D2993327

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT 1S HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ADVANCED COMPUTERS AND ELECTRONIC
INC.
121 E. BALTIMORE ST.
HAGERSTOWN MD 21740

09903061517

A 406883

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS





# G0046 00752

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CROSS CREEK HOMEOWNERS ASSOCIATION, INC.
ARTICLES OF INCORPORATION

mg

1992 NO

THIS IS TO CERTIFY:

FIRST: The undersigned individual, Hilton C. Smith, Jr., being at least eighteen years of age, is hereby forming a non-stock not-for-profit 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

CROSS CREEK HOMEOWNERS ASSOCIATION, INC.

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

To organize and operate a real estate management association to provide for the acquisition, construction, management, maintenance, care and preservation of the open spaces, common area and facilities within those certain tracts of property described in paragraph (a) of this Article Third, and to promote the recreation, health, safety and welfare of the residents within said property, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, no part of the net earnings of which is to inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other individual, so that no pecuniary gain or profit to the members thereof is contemplated, and for such general purposes, and limited to those purposes, the Corporation shall have the following powers:

(a) To acquire, own, hold, preserve, develop, improve, build upon, manage, operate and maintain open space tracts or areas and common or recreational areas, property, facilities and real estate, whether fee simple or leasehold, and whether improved or unimproved, all designed for the common use, benefit, enjoyment, recreation, health, safety and welfare of the record owner or owners of each lot now or hereafter laid out or established within that parcel of land located in Washington County, Maryland, as shown on the plats entitled "Final Plat Phase 1 Cross Creek", "Final Plat Phase 1 Plat 3 Cross Creek", "Final Plat Phase 1 Plat 4 Cross Creek", "Final Plat Phase 1 Plat 5 Cross Creek", "Final Plat Phase 1 Plat 6 Cross Creek", "Final Plat Phase 1 Plat 7 Cross Creek" and "Certificates and Approvals Phase 1 Cross Creek", and recorded among the Land Records of Washington County, Maryland, as Plats Nos. 3816 through 3823, inclusive.

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

As of the date hereof, the aforesaid parcel includes those residential lots, open spaces and common areas as is more particularly shown on the aforesaid plats and described in <a href="Exhibit">Exhibit</a>
A to the Declaration of Covenants, Conditions, and Restrictions (the "Declaration") made by William E. Murray (the "Declarant"), and recorded or intended to be recorded among the Land Records of Washington County, Maryland, as same may hereafter from time to time be amended or extended to any additional properties, said Declaration, made a part hereof, by reference thereto, as fully, and to the same extent as though incorporated herein, being applicable to the Cross Creek Community (as hereinafter defined) and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation. The aforesaid lots, open spaces and common areas are hereinabove and hereinafter referred to as the "Cross Creek Community." Any additional property developed by the Declarant or acquired by the Declarant, its successors and assigns, may, at the option of the Declarant, be included hereunder as "Future Stages of the Cross Creek Community."

- (b) To exercise all the powers, rights and privileges and to perform all the duties and obligations of the Corporation, as same are set forth in the Declaration.
- (c) To establish, fix, make, impose, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.
- (d) To purchase, lease, option, or otherwise acquire, own, hold, preserve, develop, improve, build upon, manage, operate, maintain, convey, sell, exchange, rent, lease, dedicate for public use, or in any manner transfer or dispose of any real or personal property in connection with the affairs of the Corporation.
- (e) To borrow or to 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, upon authorization of two-thirds (2/3) of the members of each class of membership in the Corporation, voting separately thereon, to secure the payment of the money borrowed 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.
- (f) To dedicate, sell or otherwise transfer all or any part of the common areas, property and facilities of the Corporation to any public agency, authority or utility for such

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

purpose and subject to such conditions as may be agreed upon by the members, provided, however, that no such dedication, sale or transfer shall be effective unless made by an appropriate instrument signed by two-thirds (2/3) of the members of each class of the membership in the Corporation, voting separately, agreeing to such dedication, sale or transfer. The granting of easements or dedication of land by the Declarant or the Corporation in accordance with the provisions of the Declaration for public utilities, roads or for other public purposes consistent with the intended use of the property by the Corporation and its members shall not be deemed a transfer within the meaning of this subsection.

- (g) To participate in mergers and consolidations with other nonprofit organizations, organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members of each class of the membership in the Corporation, voting separately thereon.
- (h) To annex to the Cross Creek Community, at any time, and from time to time, within a period of ten (10) years from and after the date the Declaration is recorded, other and additional residential property, open space and common area, upon direction from the Declarant, his personal representatives, successors and assigns, subject to and in accordance with the Declaration.
- (i) To annex to the Cross Creek Community, at any time, and from time to time, other and additional residential property, open space and common area, provided that any annexation of such other additional residential property, open space and common area, except as provided in Subsection (h) above, shall have the assent of two-thirds (2/3) of each class of members of the Corporation, voting separately thereon.
- (j) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

The Corporation is formed under the articles, conditions and provisions expressed herein and in the general laws of this State. In no event, however, shall the Corporation: (i) carry on any propaganda or otherwise attempt to influence any legislation or any public administrative action; (ii) participate or intervene in any political campaign on behalf of any candidate for public office, by any means, including the publication or distribution of any statement for or against any candidate; (iii) carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c) or 528 of the Internal Revenue Code of 1986, as amended to date, or corresponding provision of any future United States Internal Revenue Law; or (iv) invest in or use

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

any property in such a manner as to jeopardize the exemption of the Corporation from taxation under the aforesaid Section 501(c) or 528 of the Internal Revenue Code of 1986, as now in force or hereafter amended.

FOURTH: The post office address of the principal office of the Corporation in this State is 50 Summit Avenue, 7th Floor, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Hilton C. Smith, Jr., 50 Summit Avenue, 7th Floor, Hagerstown, Maryland 21740. 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. Each member of the Corporation shall be a record owner, as hereinafter defined, of a lot now or hereafter laid out or established in the Cross Creek Community, or in any part of such additional property that may be brought within the jurisdiction of the Corporation. Each member shall be designated either a Class A Member or a Class B Member. A description of each class of membership, with the voting rights and powers of each class, is as follows:

- (a) <u>Class A Member</u>: Except for the Declarant, who shall initially be a Class B Member, a Class A Member shall be a record owner holding title to one or more lots laid out in the Cross Creek Community, or in any part of such additional property that may be brought within the jurisdiction of the Corporation. Each Class A Member shall be entitled to one (1) vote per lot, for each such lot owned by such member, in all proceedings in which action shall be taken by member of the Corporation.
- (b) <u>Class B Member</u>: The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes per lot, for each such lot owned by such member, in all proceedings in which the action shall be taken by members of the Corporation.
- (c) <u>Conversion</u>: The Class B Member shall be converted to a Class A Member upon the earlier to occur of (i) ten years following the date the Declaration is recorded; or (ii) at such time as the total number of votes entitled to be cast by the Class A Members of the Corporation equals or exceeds the total number of votes entitled to be cast by the Class B Member of the Corporation. After such conversion, if additional property is made subject to the Declaration pursuant to the provisions thereof, then the Class B membership of the Class B Member shall be reinstated until ten years after the Declaration is recorded or such earlier time as the total number of votes entitled to be cast by Class A Members again equals or exceeds the total number of votes entitled to be cast by the Class B Member.

MSJ:110659.1:10/30/92

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The term "lot," as used in these Articles shall have the same meaning ascribed to that term in the Declaration.

The term "record owner," as used in these Articles, means and includes the person, firm, corporation, trustee, or legal entity, or the combination thereof, including contract sellers, holding the record title to a lot in the Cross Creek Community or located on any part of such additional property that may be brought within the jurisdiction of the Corporation and subjected by covenants of record to a lien for charges and assessments levied by the Corporation, as said lot is now or may from time to time hereafter be created or established, either in his, her, or its own name, or as joint tenants, tenants in common, tenants by the entirety, or tenancy in co-partnership, if the lot is held in such real property tenancy or partnership relationship.

If more than one (1) person, firm, corporation, trustee, or other legal entity, or any combination thereof, hold the record title to any one lot, whether in a real property tenancy, partnership relationship, or otherwise, all of the same, as a unit, and not otherwise, shall be deemed a single record owner and shall be or become a single member of the Corporation by virtue of ownership of such lot. The term "record owner", however, shall not mean, refer to or include any contract purchaser, nor the owner of any redeemable ground rent issuing out of any lot, nor shall it include any mortgagee, trustee or other grantee named in any mortgage, deed of trust or other security instrument covering any lot, designed solely for the purpose of securing performance of an obligation or payment of a debt. Membership in the Corporation shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Corporation. Conversely, every owner of a lot which is subject to assessment by the Corporation shall become and be a member of the Corporation.

If any single membership in the Corporation is comprised of two (2) or more persons, firms, corporations, trustees or other legal entities, or any combination thereof, then each constituent may cast such portion of the vote of the member as shall equal his, her or its proportionate interest in the lot or lots held by said member, provided, however, that if only one (1) votes, he, she or it may cast the entire vote of the member and such act shall bind all.

SIXTH: The affairs of the Association shall be managed initially by a board of three (3) directors, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3) nor more than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Hilton C. Smith, Jr., Bruce M. Cubbage, and Keith Semler. No director need be a member of the Corporation.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

From and after the first annual meeting of members, the term of office of the directors shall be staggered. At the first annual meeting, the members shall elect two (2) of the directors for a term of one (1) year, two (2) (or one (1) if there will be only three (3) directors) of the directors for a term of two (2) years and one (1) (if there are to be five (5) directors) of the directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the number of directors whose terms are then expiring for a term of three (3) years.

SEVENTH: The duration of the Corporation shall be perpetual. The Corporation, however, may be dissolved under and in accordance with the laws of the State of Maryland, provided such dissolution first be authorized, in writing, signed by not less than two-thirds (2/3) of the members of the Corporation, or, if there be more than one class of members, then by not less than two thirds (2/3) of each class of members of the Corporation, computed separately. Upon any dissolution of the Corporation, after discharge of all corporate liabilities, the Board of Directors shall dispose of all assets of the Corporation, by dedication thereof to any appropriate public agency to be used for purposes similar to those for which the Corporation was formed. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned, if practicable, to any nonprofit corporation, association, trust or other organization as shall at the time qualify as an organization or organizations exempt from taxation under Sections 501(c) or 528 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the board of directors may determine, preferably to a semi-public agency, to be used in furthering, facilitating or effectuating purposes similar to those for which the Corporation was formed.

EIGHTH: Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership; provided, however, that the Federal Housing Administration or the Veterans' Administration, or any successor agencies thereto, shall have the right to veto amendments while there is a Class B membership if either agency or any successor agencies thereto have approved the Property described herein, or any part thereof, or any lot thereon, for federal mortgage financing; and provided further, that the Association shall have the unilateral right, power and authority to modify, revise, amend or change any of the terms or provisions of these Articles of Incorporation if the Veterans Administration or the Federal Housing Administration, or any successor agencies thereto, shall require such amendment as a condition precedent to the approval by such agency for federally approved mortgage financing.

NINTH: As long as there is a Class B Member, if any of the Veterans' Administration or the Federal Housing Administration or

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

any successor agencies thereto, whether public or private, approve the Cross Creek Community or any part thereof or any lot therein for federally approved mortgage financing, the following actions will require the prior approval of the Federal Housing Administration or the Veterans' Administration: annexation of additional properties (other than additional property in Future Stages of the Cross Creek Community); mergers and consolidations; mortgaging of common area; dissolution; and amendment of these Articles.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (a) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (i) the result of active and deliberate dishonesty or (ii) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 3rd day of Movemby, 1992.

WITNESS:

nailen V. Hush

Hilton C. Smith, Jr.

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



D0046 00759

Department of Assessments and Taxation
CLERK OF THE CIRCHIA STATER DIVISION
WASHINGTON COUNTY

Room 809

Room 809 301 West Preston Street Baltimore, Maryland 21201

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3		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	al
55		Rec. Fee (Dissolution)	Change of Name
66		Rec. Fee (Revival)	Change of Principal Office Change of Resident Agent
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg. Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
54		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	CODE 078
83		Cert. Limited Partnership	CODE O 1 O
84		Amendment to Limited Partnership Termination of Limited Partnership	in.
85		Recordation Tax	
21 22		State Transfer Tax	ATTENTION:
23		Local Transfer Tax	Aran Landers
31		Corp. Good Standing	Alan Janders
NA		Foreign Corp. Registration	
87		Limited Part. Good Stand	ing
71		Financial	conal
600		Property Reports and	
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited	d Part.
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	•
97		LLC Cancellation	
96		Reg. Foreign LLC Foreign LLC Supplemental	
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TOTAL FEES			

# 00046 00760 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CROSS CREEK HOMEOWNERS ASSOCIATION, INC.

APPROVED AND R	ECEIVED FOR REC	CORD	BY THE S	TATE D	EPARTMENT C	OF ASSESSME	NTS AND	TAX ATIO!	N
OF MARYLAND	NOVEMBER	12,	1992	AT	11:55	O'CLOCK	A -	M. AS IN	CONFORMITY
WITH LAW AND O	RDERED RECORDS	ED.							
ORGANIZATION AND CAPITALIZATION FEE PA					ORDING PAID:			PECIAL EE PAID:	
\$ 20,	.00		\$		20-00	_	\$		

D3536786

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO:

OBER, KALER, GRIMES AND SHRIVER
FRAN LANDERS
120 EAST BALTIMORE STBALTIMORE MD 21202 1643

09803061323

A 406709



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

MELLOTT MINING & MINERALS HOLDING CORP.

ARTICLES OF INCORPORATION

11/16/92 at 59

STATE D.II. .... I ( ...)

FIRST: THE UNDERSIGNED, Dianna L. Brown, whose address is 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

Mellott Mining & Minerals Holding Corp.

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is c/o Paul C. Mellott, Jr., 725 Fountain Head Road, Hagerstown, Maryland 21742.

FIFTH: The name and address of the resident agent of the Corporation in this State are Paul C. Mellott, Jr. c. 725. Fountain Head Road, Hagerstown, Maryland 21742. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is lone Hundred Thousand (100,000) shares of capital stock (page value FILE)

FEB 26 | 10 PH '93

LENNIS J. WEAVER, CLERK-

BY:

2321888423 0514

574.Z02014B:11/09/92 15945-20

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

\$0.10 per share), amounting in aggregate par value to \$10,000. Ten Thousand (10,000) of such shares are initially classified as "Common Stock", and Ninety Thousand (90,000) of such shares are initially classified as "Preferred Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

- (b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock and the Preferred Stock of the Corporation:
  - (1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.
  - (2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid first on the Preferred Stock and then on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
  - winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of the Preferred Stock and any other class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation. The holders of the Preferred Stock shall be entitled to receive an amount equal to \$1,000 per share plus, in the case of each share, an amount equal to all dividends, if any, declared thereon but unpaid.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (4) Issued and outstanding shares of the Preferred Stock may be redeemed by the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
- (c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:
  - (1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this subparagraph.
  - (2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.
  - (3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.
  - (4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

events or at such times as the Board of Directors shall determine.

- (5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.
- (6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.
- (7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this subparagraph, and, if so, the terms and conditions thereof.
- (8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.
- (d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:
  - (1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

preference or priority to holders of such other class or series;

- (2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and
- (3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows:

Forrest R. Mellott
Paul C. Mellott, Jr.
Herman B. Mellott
Brian L. Mellott

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

- (1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.
- (2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized,

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

- (3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.
- (4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

- indemnify Corporation (5) The shall directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.
- (6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.
- (7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.
- (b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this \_/6 \( \times \) day of November, 1992.

-8-

Witness:

Helen K. Foskit

Dianna L. Brown

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CLERK OF THE CHANTER DIVISION WASHINGTON COUNTY PROPERTY. Room 809

301 West Preston Street Baltimore, Maryland 21201

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005	AMOUNT	SEE BENITTED	
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0	20	Expedited Fee	(New Name)
0	24)	Organ. & Capitalization	
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3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
5		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
)		Cert. of Qual. or Reg. Foreign Name Registration	Change of Resident Agent Address
3		Certified Copy	Resignation of Resident Agent
5		Penalty .	Designation of Resident Agent
ļ.		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
5		Special Fee	
)		For. Limited Partnership	0,10
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1		Amendment to Limited Partnership	
5		Termination of Limited Partnershi	P
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,		Reg. Foreign LLC	
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TAL	71	)	
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# 00046 00770 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

MELLOTT MINING & MINERALS HOLDING CORP.

	D3536380	
\$	\$20.00	\$
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
WITH LAW AND ORDERED RECORDED.		
OF MARYLAND NOVEMBER 16	1992 AT 1:59 O	'CLOCK P. M. AS IN CONFORMITY
APPROVED AND RECEIVED FOR RECORD		

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 1 3 1993

RETURN TO:
PIPER & MARBURY
MARK DWYER
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

098C3061283

A 406673



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

# ARTICLES OF AMENDMENT FOR

C.E. DARNER & SON, INC.
To Elect Maryland Close Corporation Status

C.E. Darner & Son, Inc., a Maryland corporation, having its principal office at 360 Dual Highway, Hagerstown, Maryland 21740, hereinafter referred to as "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, hereinafter referred to as the "Department" that:

FIRST: The Charter of the Corporation is hereby amended to elect Maryland Close Corporation status and the Articles of Incorporation are hereby amended by adding Paragraph TWELFTH to read as follows:

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

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, C.E. Darner & Son, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 3 day of November, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of C.E. Darner & Son, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Secretary

C.E. DARNER & SONS, INC.

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ASSESSMENIS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

11-5-92 at 8:50 a.m.

FILED 05 73108230 FREE 128 93 FREE 128 93

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President

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#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# 00046 00772

Department of Assessments and Taxation CLERK OF THE CIRCUMPTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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00046 00773

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
C. E. DARNER & SON, INC.

OF MARYLAND NOVEMBER 5, 1992 AT 8:50 O'CLOCK A.M. AS IN CONFORM	иітү

WITH LAW AND ORDERED RECORDED.

	ORG	ANIZ	ATIO	N AN	(D
CA	PITA	LIZAT	TON	FEE	PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

\$ 20.00

\$ \_\_\_\_\_

D0226597

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
URNER, NAIRN, BARTON & WILLIAMS
ATTN: JOHN H. URNER
207 SOUTH POTOMAC ST.
HAGERSTOWN MD 21740

097C3061243

A 406633

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



## CORPORATION RECORDS

## 00046 00774

ARCHIBALD MINING & MINERALS, INC.

ARTICLES OF INCORPORATION

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FIRST: THE UNDERSIGNED, Dianna L. Brown, whose address is 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

Archibald Mining & Minerals, Inc.

(a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is c/o Paul C. Mellott, Jr., 725Fountain Head Road, Hagerstown, Maryland 21742.

FIFTH: The name and address of the resident agent of the Corporation in this State are Paul C. Mellott, Jr., 725 Fountain Head Road, Hagerstown, Maryland 21742. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The Notal hambers sate shares of stock of all classes which the Corporation Hambers authority to issue is One Hundred Thousand (100,000) shares of capital stock (par value 65 [ Wd 91 NON 26,

RECEIVED

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

\$1.00 per share), amounting in aggregate par value to \$100,000. Eighty Thousand (\$0,000) of such shares are initially classified as "Voting Common Stock", and Twenty Thousand (\$0,000) of such shares are initially classified as "Non-Voting Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

- (b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Voting Common Stock and the Non-Voting Common Stock of the Corporation:
  - (1) Each share of Voting Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Voting Common Stock.
  - (2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Voting Common Stock and the Non-Voting Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.
  - (3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Voting Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation. The holders of the Non-Voting Common Stock shall be entitled to receive an amount equal to par value per share.
  - (4) The holders of the Non-Voting Common Stock shall be entitled to convert into Voting Common Stock, on a

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

one-for-one basis, that percentage of their total shares which is equivalent to the percentage of the Preferred Stock of Mellott Mining & Minerals Holding Corp. which, from time to time, may be redeemed. For example: If twenty-five percent (25%) of the issued and outstanding Preferred Stock of Mellott Mining & Minerals Holding Corp. is redeemed, then the holder of twenty (20) shares of Non-Voting Common Stock may convert twenty-five percent (25%) of such shares (or five (5) shares) into five (5) shares of Voting Common Stock.

- (c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:
  - (1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this subparagraph.
  - (2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.
  - (3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

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### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.
- (5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.
- (6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.
- (7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this subparagraph, and, if so, the terms and conditions thereof.
- (8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.
- (d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:
  - (1) prior to another class or series either as to dividends or upon liquidation, if the holders of such

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

- (2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and
- (3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows:

Forrest R. Mellott
Paul C. Mellott, Jr.
Herman B. Mellott
Brian L. Mellott
Robert D. Archibald

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

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

- (2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.
- The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.
- (4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

- (5) The Corporation indemnify shall (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.
- (6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.
- (7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.
- (b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this // day of November, 1992.

-8-

Witness:

Nelen K. Yo Helen K. Foskit

Dianna L. Brown

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00782

Department of Assessments endrasation WASHING TON ABUNERY DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

ARCHIBALD MINING & MINERALS, INC.

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE STATE DE	PARTMENT C	F ASSESSME	NTS AND TAXATION
OF MARYLAND	NOVEMBER	16,	1992 AT	1:59	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.				
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ORGANIZATION AN CAPITALIZATION FEE I			RECOR FEE P			SPECIAL FEE PAID:
s2	0.00		\$	20.00		\$

D3536133

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993.

RETURN TO:
PIPER & MARBURY
ATTN: MARK DURYER
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

09703061216

A 406610



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

THE 0158

CORPORATION RECORDS 046 00784

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-12-92 at 9:10 a.m.

ARTICLES OF INCORPORATION
OF
DOMINION COMPUTER SYSTEMS, INC.

#### THIS IS TO CERTIFY:

FIRST: I, the undersigned, Michael Socks, whose post office address is 49 Jonathan Street, Hagerstown, MD 21740; being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

Sales and installation of computer software and hardware.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

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LEENING IN MENANTH SAS

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POOLE, A

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in this State is 49 Jonathan Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael Socks, 49 Jonathan Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10 day of  $\frac{100}{100}$ , 1992.

Namy E. Horis

Michael Socks

00046 00786

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this <u>lo</u> day of <u>November</u>, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael Socks and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





# Department of Assessments and Taxation CLERK OF THE CARETTE COUNTY WASHINGTON COUNTY Room 809

301 West Preston Street Baltimore, Maryland 21201

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6		Rec. Fee (Revival)	Change of Principal Office
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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF DOMINION COMPUTER SYSTEMS, INC.

APPROVED AND	RECEIVED FOR REC	ORD BY	THE ST	TATE DEPAR	RTMENT OF	ASSESSMENTS	AND TAXATION
OF MARYLAND	NOVEMBER	12,	1992	AT	9:10	O.CTOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDE	D.					
ORGANIZATION AN				RECORDING FEE PAID:	3		SPECIAL FEE PAID:
\$2	20.00		\$		20.00	s	

D3535390

TO THE CLERK OF THE COURT OF

WARYLAND

WASHINGTON COUNTY

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

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

097C3061142

1452 2772

A 406554

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CORPORATION RECORDSCLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION

OF

TROOPER DIRECT, INC.

#### THIS IS TO CERTIFY:

FIRST: I, the undersigned, Ronald C. Edens, whose post office address is 13331 Pennsylvania Avenue, Hagerstown, MD 21742; being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

A direct mail agency specializing in membership and fund raising programs for the many state trooper associations of the United States of America.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 13331 Pennsylvania Avenue, Hagerstown, MD 21742. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

FEB 26 | 11 PH "93

LENNIC J. WEAVER, CLERK 23178216

SNYDER & ATTOMETY
POOLE, A

2 CAN 2732 8 CAN 2732

# 00046 00790 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

- A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and
- B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ronald C. Edens.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of Nov., 1992.

Hanry E. Horis

Ronald C. Edens

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

I HEREBY CERTIFY, that on this <u>6</u> day of <u>1 souther</u>, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald C. Edens and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CHECKER DIVISION WASHINGTON COUNTY DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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63		Rec. Fee (Merger, C	*			
64		Rec. Fee (Transfer)				
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50		Cert. of Qual. or R		_		of Resident Agent
51		Foreign Name Regist	ration	****	Address	
13		Certified Cop	y <u> </u>	_		tion of Resident Agent
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53		Foreign Resolution				Change
73		Certificate of Conv	eyance			
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\_\_\_ Check \_\_\_\_ Cash

00046 00792

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TROOPER DIRECT, INC.

APPROVED AND	RECEIVED FOR RE	CORD BY	THE STATE DE	PARTMENT (	OF ASSESSMI	ENTS A	AND TAXATION	
OF MARYLAND	NOVEMBER	12,	1992 AT	8:38	O'CLOCK		<b>A</b> • M. AS IN CONFORM	TY
WITH LAW AND	ORDERED RECORD	ED.						
		-						
ORGANIZATION AN CAPITALIZATION FEE F			RECOR FEE P.				SPECIAL FEE PAID:	
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TO THE CLERK OF THE COURT OF			WASHINGTON COUNTY					

THE REPORT OF THE PARTY.

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

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

097C3061132

A 406548



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

STA & DEPAR .... 00046 00793 CORPORATION RECORDS APPROVED Fall & CLERK OF THE CIRCUIT COURT RECEIVED '92 NOV 12 AM 9 18 RECEIVED TRANSCOR, INC. ARTICLES OF VOLUNTARY DISSOLUTION

Transcor, Inc., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter DEPT.OF referred to as the "Corporation"), hereby certifies to StheAXATION State Department of Assessments and Taxation of Maryland

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 1620 Salem Avenue, Hagerstown, MD 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is: Charles H. Ross, Route 3, Box 469, Smithsburg, MD

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

- 1. Charles H. Ross, Route 3, Box 469, Smithsburg, MD
- 2. Arthur A. Snowberger, 674 Marion Street, Hagerstown, MD 21740.
- Philip J. Groves, 711 Marion Street, Hagerstown, MD 21740.

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

- Charles H. Ross, President Route 3, Box 469, Smithsburg, MD 21783
- 2. Arthur A. Snowberger, Vice President 674 Marion Street, Hagerstown, MD 21740.
- 3. Philip J. Groves, Secretary/Teasurer 711 Marion Street, Hagerstown, MD 21740. 23178266

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable, there being no stockholders/members of the Corporation.

LENNIC J. WEAVER, CLERK BY: \_\_

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SEVENTH: The Corporation has no known creditors.

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

IN WITNESS WHEREOF, Transcor, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 5 day of November 1991, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Transcor, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

TRANSCOR, INC.

Philip J. Groves, Secretary

Charles H. Ross, President



# COMPTROLLER OF THE CIRCUIT COURT HE TREASURY

GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

## GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA,

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

Dear Sir/Madam:

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

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

TRANSCOR, INC.

have been paid.

COT/GAD-409

WITNESS my had and official seal this

3RD day of

SEPTEMBER A.D. 19 92.

DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

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

3462 1783

AN EQUAL OPPORTUNITY EMPLOYER

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W, JONES Director

PAUL B. ANDERSON Administrator





## 00046 00796

Department of Assessment and Taxation WASHINGTON BARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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2		Rec. Fee (Amendment)		
3		Rec. Fee (Merger, Consol.)		
4		Rec. Fee (Transfer)		
5	20	Rec. Fee (Dissolution)		Change of Name
6	0	Rec. Fee (Revival)		Change of Principal Office
2		Foreign Qualification	-	Change of Resident Agent
0		Cert. of Qual. or Reg.		Change of Resident Agent
1		Foreign Name Registration		Address
3		Certified Copy		Resignation of Resident Agent
6		Penalty		Designation of Resident Agent
4		For. Supplemental Cert.		and Resident Agent's Address
3		Foreign Resolution		Other Change
3		Certificate of Conveyance		
6		Certificate of Merger/Transfer		
5	30	Special Fee		
0		For. Limited Partnership		
3		Cert. Limited Partnership		CODE
4		Amendment to Limited Partnership		
5		Termination of Limited Partnershi	D	
1		Recordation Tax		
2		State Transfer Tax		ATTENTION:
3		Local Transfer Tax		
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	APPROVED	BY:		

00046 00797 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION OF TRANSCOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY OF MARYLAND NOVEMBER 12, 1992 AT 9:18 O'CLOCK WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID: 20.00 30.00

D0440545

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 5 1993

RETURN TO: KAYLOR & WHANTZ, ESQ. 123 W. WASHINGTON ST. HAGERSTOWN

MD 21740



09603051077

A 406490

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3463 1780

CORPORATION RECORDS

00046 00798

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLES OF INCORPORATION

(a close corporation)

STATE DEPARTMENT OF ASSESSMEN

CRI CONTRACTING, INC.

THIS IS TO CERTIFY THAT:

That I, the subscriber, WADE CARL FIRST: HOFFARTH, whose Post Office address is 128 South Mulberry Street, Hagerstown, Maryland 21740, being of full legal age, do hereby form a corporation under the general laws of the State of Maryland.

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

#### CRI CONTRACTING, INC.

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

(a) To carry on and conduct the business of general painting and waterproofing contractors and decorators and of making, performing, and discharging contracts therefor, or relating thereto, or connected therewith, both as contractor and subcontractor, and all allied and interdependent lines of business; to do a general painting business, including the mixing, baying, selling, and application of oils, stains, 15 I MA EI NON 36.

FEB 26 | 11 PM '93

-1-

LENNIC J. WEAVER, CLERK

RECEIVED 23188 45 3462 2037

ROCKETT MES S AT LAW STREET LAND 20707 5-3700 3-3100 2-0455

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

pigments, paints, and colors; and to do such incidental financing as may be connected therewith.

which the principal office of the Corporation in this State will be located at 128 South Mulberry Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is WADE CARL CHOFFARTH, whose post office address is 128 South Mulberry Street, Hagerstown, Maryland 21740. 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 to be Five Hundred (500) shares of stock having no nominal or par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first meeting or until their successor is duly chosen and qualified is:

#### WADE CARL HOFFARTH

SEVENTH: The corporation shall be a close corporation as defined in Md. Corps & Ass'ns. Code Annotated 4-101.

adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and Shareholders:

The Directors of the Corporation are

BOSS, BROCKETT & JAMES ATTORNEYS AT LAW 379 MAIN STREET AUREL, MARYLAND 20707 (301) 725-3700 (301) 953-3100 (410) 792-0455

00046 - 00800 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

hereby empowered to authorize the issuance from time to time of shares of its stock.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_ day of October, 1992, and I have acknowledged the same to be my act.

Wade Carl Hoffarth

ROCKETT

MES

YS AT LAW

STREET

YLAND 20707

25-3700

53-3100

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CLERK OF THE CEPLARTER DIVISION WASHINGTON COUNTY Room 809

301 West Preston Street Baltimore, Maryland 21201

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	30	Expedited Fee	(New	Name)
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1	20	Rec. Fee (Arts. of Inc.)		
2		Rec. Fee (Amendment)		
3		Rec. Fee (Merger, Consol.)		
4 5		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name
6		Rec. Fee (Dissolution)	-	Change of Principal Office
2		Foreign Qualification	-	Change of Resident Agent
0		Cert. of Qual. or Reg.		Change of Resident Agent
1		Foreign Name Registration	_	Address
3		Certified Copy	_	Resignation of Resident Agen
6		Penalty		Designation of Resident Agen
4		For. Supplemental Cert.		and Resident Agent's Address
3		Foreign Resolution		Other Change
3		Certificate of Conveyance		
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6		Certificate of Merger/Transfer		
5		Special Fee		
0		For. Limited Partnership		
3		Cert. Limited Partnership		CODE
4		Amendment to Limited Partnership		
5		Termination of Limited Partnersh	nip	
1		Recordation Tax		ATTENTIONS
2		State Transfer Tax		ATTENTION:
3		Local Transfer Tax Corp. Good Standing		
A		Foreign Corp. Registration		
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# 00046 00802 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF CRI CONTRACTING, INC.

APPROVED AND	RECEIVED FOR R	ECORD I	BY THE S	TATE D	EPARTMENT (	OF ASSESSMEN	TS AND TAXATION
OF MARYLAND	NOVEMBER	13,	1992	AT	1:21	O'CLOCK	P. M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.					
ORGANIZATION AN					OR DING PAID:		SPECIAL FEE PAID:

D3534724

TO THE CLERK OF THE COURT OF

20.00

WASHINGTON COUNTY

20.00

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

MAILED APR 1 3 1995

RETURN TO: WARD BROCKETT 379 MAIN STREET LAUREL

MD 20707

09603060977

A 406408



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

WILHAM, INC. CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FUR ALCORD

10-26-92 at 9:00 \_AmMaryland Close Corporation, Organized Pursuant to Title Four of the Corporations and Associations Article of the Annotated Code of Maryland

#### ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Wilham, Inc.

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

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

- 1. To equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of restaurants, hotels, lunch rooms, coffee shops, bars, saloons, cocktail lounges, catering establishments of every kind and description and generally to conduct the business of restaurateurs, caterers, innkeepers, preparers, servers, and dispensers of food and drink; and to engage in all activities to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The post office address of the principal office of the Corporation in this State is 14130 Pennsylvania, Ave., Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this state is William E. Holtzman, 735 Potomac Ave., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

The total number of shares of capital stock which the Corporation has authority to issue is One-Hundred (100) shares of common stock, without par value.

SEVENTH: The porporation elects to have no board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William E. Hotlzman. FEB 26 1 11 PM '93 HATT WY OT NON 28,462 10

EENNIC J. WEAVER, CLERK

RECEIVED

- CLERK OF THE CIRCUIT COURT
  WASHINGTON COUNTY
  As used in this Article EIGHTH, any word EIGHTH: (1) or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- (2) The Corporation shall indemnify a present or former director of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporations shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) and affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of rporation this  $9^{\text{TP}}$  day of  $00^{\text{T}}$ , 1992 and I Incorporation this acknowledge the same to be my act.

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00805

Department of Assessments and Taxation CLERK OF THE CIRCUIT COMMPTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

CODE 10 20 51 52 53 54 55	AMOUNT	FEE REMITTED  Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	(New Name)
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10		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
66		Rec. Fee (Revival)	Change of Principal Office
52		Foreign Qualification	Change of Resident Agent
50		Cert. of Qual. or Reg.	Change of Resident Agent
51		Foreign Name Registration	Address
13		Certified Copy	Resignation of Resident Agent
56		Penalty	Designation of Resident Agent and Resident Agent's Address
54 53		For. Supplemental Cert. Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
30		For. Limited Partnership	CODE
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		Other	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF WILHAM, INC.

APPROVED AND RECEIVED FOR REC	CORD E	BY THE S	TATE DEPA	ARTMENT C	F ASSESSMENTS	S AND TAXATION
OF MARYLAND OCTOBER	26,	1992	AT	9:00	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDS	ED.					
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ORGANIZATION AND CAPITALIZATION FEE PAID:			RECORDI FEE PAII			SPECIAL FEE PAID:
\$20.00		\$		20.00	_ \$_	

D3534328

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 1 3 1993

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. PCTOMAC ST., #104
HAGERSTOWN MD 21740

09603060937

A 406381

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

B482 1848



CORPORATION RECORDS

11017AXAT3

STATE DEPARTMENT AND TAXATION APPROVED FOR RECORD 0046 00807

ROUND TOP HUNTING CLUB, INC.

Articles of Dissolution

FIRST: The name of the corporation is: Round Top Hunting Club, Inc.

SECOND: The address of the principal office of the corporation is:

P.O. Box 63, Round Top Road, Hancock, MD 21750.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until affairs of the corporation are wound up are: Maurice R. Wheeler, Secretary, 203 Virginia Avenue, Hancock, MD 21750.

FOURTH: The name and address of each of the directors is as follows: George Caldwell, Board of Directors, 14132 Orchard Ridge, Hancock, MD. James Ward, Jr., Board of Directors, Pontius Lane, Hagerstown, MD 21740. FIFTH: The name, title, and post office address of each of the officers is as follow: Darrell Caldwell, President, 13716 Exline Road, Hancock, MD 21750.

Gerald Swain, Vice President, 14621 High Germany Road, Hancock, MD 21750.

Maurice R. Wheeler, Secretary/Treasurer, 203 Virginia Avenue, nancock, PD 21/30.

SIXTH: The dissolution of the corporation was approved manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.

THE BURGETTH STATE AND A STATE AND A STATE OF THE UNION TO HUNDER STATE OF THE UNION TO HUNDER STATE OF THE UNION TO HUNDERS AND THE UNION TO HUNDERS AND THE UNION TO HUNDERS AND THE UNION THE UNION TO HUNDERS AND THE UNION TO HE HUNDERS AND THE UNION TO HE HUNDERS AND THE UNION TO HUNDERS AND THE UNION TO HUNDERS AND T

best of my knowledge, information and belief, the matters and the Set forth in these Articles of Dissolution with respect to the passes

Page 1

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

approval thereof are true in all material respects.

ATTEST:

Secretary or Assistant
Secretary of Corporation

President or Vice President of Corporation

WE THE BROARD OF DIRECTORS WISH TO CLOSE THE ROUND TOP HUNTING CLUB CORPORTATION .

Marrie R. Wheele See Yrus. Searge A. C. Wwelk .. Boned.

Swald Swam Boned neube.

The Club Round tops Hunty Club Iwe. Has been Tempinded and we have no more member.

The Board of Directus about has Sexuel to clock the Corporation. We have no assetts own no propting.

Short gav for your loogswaters SM. E Wheele Serv.

> 3466 (0956 3474 1530

Page 2



STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT

# COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

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

ARNOLD G. HOLZ, CPA,

Dear Sir/Madam:

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

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

ROUND TOP HUNTING CLUB, INC.

have been paid.

10TH day of

of JUNE

A.D. 19 92.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

COT/GAD-409

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

AN EQUAL OPPORTUNITY EMPLOYER

erit iss Taken nee

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator





# Department of Assessments and Taxation CLERK OF THECHECKNIF COUNTY Room 809

301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION OF ROUND TOP HUNTING CLUB, INC.

RECORDING FEE PAID: 20 • 00	SPECIAL FEE PAID:
AT 9:34	O'CLOCK A. M. AS IN CONFORMIT
STATE DEPARTMENT OF	ASSESSMENTS AND TAXATION

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROUND TOP HUNTING CLUB
P.O. BOX 63, ROUND TOP ROAD
HANCOCK MD 21750

09203060602

A 406086

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

RECEIVED

STATE DEPT. OF

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

'92 NOU 4 AM 8 50

CARPET PLUS ENTERPRISES, INC. APPROVED FOR RECORD A Close Corporation

ARTICLES OF INCORPORATION

FIRSTION, the undersigned, Timothy Lee McSherry, whose post office address is 10916 Oak Forest Drive, Hagerstown, Maryland 21740; being at least eighteen years of age, do hereby acknowledge myself as incorporator with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

#### CARPET PLUS ENTERPRISES, INC.

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

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

- To provide sales and service of carpeting and all flooring needs for commercial and residential use, including carpet cleaning and installation.
- 2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description.
- 3. To generally engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform.

FIFTH: The post office address of the principal office of the Corporation in this State is 120 West Franklin Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State is Timothy

> FEB 26 1 12 PH '93

ESHNIC J. WEAVER, CLERK

230981574.0817

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Lee McSherry, 120 West Franklin Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of this State and actually resides therein.

SIXTH: The total amount of 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 number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Timothy Lee McSherry and Jeffrey Allen Taylor.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 2nd day of November, 1992.

WITNESS:

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

I HEREBY CERTIFY, That on this 2 ml day of November, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Timothy Lee McSherry, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within and aforegoing Articles of Incorporation, and he acknowledged the signing of the aforegoing Articles of Incorporation to be his voluntary act.

CLERX OF THE CIRCUIT COURT WASHINGTON COUNTY

WITNESS my hand and Official Notarial Seal the day and year last above

written.

My Commission Expires: January 14, 1995 Pluss Pot Notary Public

NOTARY PUBLIC WASHINGTON COUNTY MARYLAND

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





O Department of Assessments and Taxation CLERK OF THE CIRCUIT COMMETTER DIVISION
WASHINGTON COUNTY
Room 809

301 West Preston Street Baltimore, Maryland 21201

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4		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)	_	Change of		
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF CARPET PLUS ENTERPRISES, INC.

APPROVED A	AND RECEIVED FOR RECO	ORD B	Y THE S	TATE DEPAI	RTMENT OF	ASSESSMENTS A	AND TAXATION
OF MARYLA	ND NOVEMBER	4,	1992	AT	8:50	O.CFOCK	A • M. AS IN CONFORMITY
WITH LAW A	ND ORDERED RECORDED	).					

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3531449

TO THE CLERK OF THE COURT OF

HASHINGTON COUNTY

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

MAILED APR 1 3 1995

RETURN TO:
ROBINSON & ROBINSON
RUSS ROBINSON
152 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

09103060444

A 405943

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

00046 00817

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AN Po

(A close Corporation under Title 4, Section 4-101 et seq., Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

STATE Description

ALPINE ENTERPRISES, INC.

ARTICLES OF INCORPORATION 1/2/9 70 21/3/

FIRST: The undersigned, E. Kenneth Grove, Jr., whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the General Laws of the State of Maryland.

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

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Lags of Maryland.

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

- (1) To rent, sell and service skiing equipment and accessories.
- (2) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- (5) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as

FEB 26 | 12 PM '93

CENNIC U WEAVER, CLERK

23098460

23098405

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 269 Potomac Heights, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is Christopher A. Dattilio, 269 Potomac Heights, Hagerstown, Maryland 21742. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, no par value, all of one class.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Christopher A. Dattilio Robin L. Dattilio

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.
- (b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledge same to be our act this day of October, A.D. 1992.

WITNESS:

Louten J. Hornbeij

E. Kenneth Grove, Jr.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CLERK OF THE CIRCUIT COURTER DIVISION WASHINGTON COURTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUMENT CODE _	DO BUSINESS CODE	03	COUNTY 7/
#		close	Stock Nonstoc
Merging (Transferor)		Surviving Transferee)	
CODE AMOUNT	FEE REMITTED		
10 30	Organ. & Capitalization	New Name)	
61 <u>20</u> 62	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)		
64	Rec. Fee (Transfer) Rec. Fee (Dissolution)	Chan	ge of Name
66	Rec. Fee (Revival)	Chan	ge of Principal Office
52 50 51	Foreign Qualification Cert. of Qual. or Reg.		ge of Resident Agent ge of Resident Agent
51	Foreign Name Registration	Addr	
13	Certified Copy		gnation of Resident Agent
13 56 54 53	Penalty For. Supplemental Cert.		gnation of Resident Agent Resident Agent's Address
53 73	Foreign Resolution Certificate of Conveyance		er Change
76	Certificate of Merger/Transfer		
75 <u> </u>	Special Fee For. Limited Partnership		N7C
83	Cert. Limited Partnership	CODE	0/3
84	Amendment to Limited Partnership		
85 <u> </u>	Termination of Limited Partnership Recordation Tax		7
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23	Local Transfer Tax	160	rahill
31	Corp. Good Standing Foreign Corp. Registration		
87	Limited Part. Good Standir	ıg	
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600	Property Reports and	mal MAT! TO	ADDRESS:
	late filing penalties .	TIMIL TO	AUDICEOU.
70	Change of P.O., R.A. or R.A.A.		
91 <u> </u>	Amend/Cancellation, For. Limited Art. of Organization (LLC)	Part.	
99 98	LLC Amend, Diss, Continuation		
97	LLC Cancellation		•
96 94	Reg. Foreign LLC Foreign LLC Supplemental		
92	LLC Good Standing (short)		
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00046 00822

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF ALPINE ENTERPRISES, INC.

APPROVED AND P	ECEIVED FOR RECO	מ מפו	V THE C	TATE DEPA	PTMENT OF	F ASSESSME	NTS A	AND TAY ATION
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OF MARYLAND	NOVEMBER	2,	1992	AT	2:13	O'CLOCK		P. M. AS IN CONFORMITY
WITH LAW AND O	RDERED RECORDED							
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				D35299	559			

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



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

WASHINGTON COUNTY

08903060193

A 405705



TO THE CLERK OF THE COURT OF

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

3d59 2389

00046 0082 STATE DEPARTMENTS

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

APTROVED FOR PARENTS

10-29-92 at 8:16 a.m.

CORPORATION RECORDS

(A close Corporation under Title 4, Section 4-101 et seq., Corporations and Associations Article, Annotated Code of Public General Laws of Maryland)

CLOPPER ESTATES, INC.

#### ARTICLES OF INCORPORATION

FIRST: The undersigned, John E. Clopper, Sr., whose Post Office address is 12810 Kending Lane, Clear Spring, Maryland 21722, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

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

THIRD: The Corporation shall be a close corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

- (1) To purchase, acquire, invest in, develop, lease, sell and mortgage real estate and tangible personal property of every nature and description, in this state or any other state in these United States or any other country.
- (2) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, good will, franchise and assets of every kind of every corporation, partnership or individual engaged in, carrying on, or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
- (3) To purchase, or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue

FEB 26 | 12 PH 93

CENNIS J. WEAVER, CLERK

BY: \_\_\_

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

its own shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all of the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

- (4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
- (5) To exercise any or all of the general powers or do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 12810 Kending Lane, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland are John E. Clopper, Sr., 12810 Kending Lane, Clear Spring, Maryland 21722. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, of which Sixty Thousand (60,000) shares with a par value of Ten (\$10.00) Dollars per share, are Class A Common Stock, and Forty Thousand (40,000) shares with a par value of Ten (\$10.00) Dollars per share, are Class B Common Stock, all of said shares having an aggregate par value of One Million (\$1,000,000.00) Dollars.

A description of each class of stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications is as follows:

- 1. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided herein below.
- 2. The holders of Class B Common Stock shall have no voting rights. The holders of Class A Common Stock, to the

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

exclusion of the holders of Class B Common Stock, shall have all voting rights as stockholders of the Corporation.

- 3. All holders of shares of such common stock of any class of the Corporation shall be entitled to such dividends as may be declared thereon at such times and in such amounts as the Board of Directors may, from time to time determine, subject to the provisions of law.
- 4. The shares of stock of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate therefor properly endorsed.
- 5. The Stockholder shall have no preemptive rights to acquire any additional shares of stock.

SEVENTH: After the completion of the organizational meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two (2) Directors whose names are as follows:

John E. Clopper, Sr. Irene E. Clopper

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

- (a) The business and affairs of the Corporation shall be managed by direct action of the holders of the Class A Common Stock of the Corporation. All powers given to Directors by the General Laws of the State of Maryland or otherwise by law, may be exercised by the holders of the Class A Common Stock of the Corporation.
- (b) The holders of the Class A Common Stock of the Corporation shall be responsible for taking any action required by the General Laws of the State of Maryland or otherwise by law to be taken by a Board of Directors.
- (c) The holders of the Class A Common Stock of the Corporation are hereby empowered to authorize the issuance from time to time of shares of the stock of the Corporation of any class or classes whether now or hereafter authorized, as sanctioned by Maryland law.
- (d) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Stockholders of this Corporation are pecuniarily or otherwise interested in or are Stockholders or

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

directors or officers of such other corporation; any Stockholders individually or any firm of which any Stockholder 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 other Stockholders or a majority thereof; and any Stockholder of this Corporation who is also a director, stockholder or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Stockholders 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, stockholder or officer of such other corporation or not so interested.

- (e) The holders of the Class A Common Stock of the Corporation 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 businesses shall be declared in dividends and paid to the Stockholders; subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profit.
- (f) 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 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 be authorized by the holders of a majority of all of the Class A Common Stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (g) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Directors in their discretion may determine, and at such price as the Directors in their discretion shall fix; and any shares of its stock which the Directors may determine to offer for subscription to the holders of stock may, as said Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable. All Class A Common Stock shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

may be declared on shares of Class A and Class B Common Stock in such amounts and at such times as the holders of the Class A Common Stock may determine, subject to the provisions of law. the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

No director or officer of the Corporation shall be liable to the Corporation or to its Stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledge same to be our act this 22nd day of October, A.D. 1992.

Show & Object John E. Clopper, Sr. (SEAL)

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES , - Director

PAUL B. ANDERSON Administrator





# 00046 00828

Departmentale Assessmentaged Taxation WASHINGTON COUNTY TER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE _	02 BUSINESS CO	DE	231	_	COUNTY	71
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62		Rec. Fee (Amendment)					
63 64		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)					
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66		Rec. Fee (Revival)			_	rincipal C	Office
52		Foreign Qualification				esident Ag	
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51		Foreign Name Registration			iress		
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53		Foreign Resolution					
73		Certificate of Conveyance	_				
76		Certificate of Merger/Transfer					
75		Special Fee					
80		For. Limited Partnership					
83		Cert. Limited Partnership		CODE_C	275		
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21		Recordation Tax		ATTENIT	ON		
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71		Financial	1				
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70		Change of P.O., R.A. or R.A.A.					
91		Amend/Cancellation, For. Limited	d Part.				
99		Art. of Organization (LLC)					
98 97		LLC Amend, Diss, Continuation LLC Cancellation			•		
96		Reg. Foreign LLC					
94		Foreign LLC Supplemental					
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00046 00829 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF CLOPPER ESTATES, INC.

APPROVED AND RECEIVED FOR RECORD BY T	HE STATE DEPARTMENT OF	ASSESSMENTS AND TAXATION
---------------------------------------	------------------------	--------------------------

OF MARYLAND OCTOBER

29, 1992 AT

8:16 O'CLOCK A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

200.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

D3528791

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> RETURN TO: MEYERS, YOUNG & GROVE, P.A. ATTN: LYNN F. MEYERS P G BGX 1267 MD 21741 1267 HAGERSTOWN

08803060079

A 405601

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



## CORPORATION RECORDS

## 00046 00830

CLERK OF THE CIRCUIT COURT
JIMCO TRAILE WASALESTON, INC.

RECEIVED

#### ARTICLES OF INCORPORATION

I 29 AM 8 18 FIRST: 47E DEPT. Washington Street, Post Office Box 1417, Hagerstown, Maryland 21740, being at JENTS & TA Teast eighteen (18) years of age, am hereby forming a corporation under and by IENTS & TAXATIONE of the General Laws of the State of Maryland.

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

JIMCO Trailer Sales, Inc.

The purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

The address of the principal offices of the Corporation in this State is 133 East Main Street, P. O. Box 490, Hancock, MD 21750. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, MD 21740. Said Resident Agent is a Maryland Corporation.

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

The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and
- (2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are James G. Myers, Paul S. Fisher, and Angela M. Beddow.

any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

STATE DEPARTMENT OF AUGUSTMENTS FEB 26 | 13 FM 33

E459 1791

AFFROVED FOR FAMILIENT

10-29-92 at 8:18a.m.

LENNIC J. MENNER, CLERK вч: 23038203

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.
- (2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity. 3459 1752

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be there by substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be two-thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

- (2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by the reason of the fact that he is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust of other enterprise, against expenses (including attorney's fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in these premises, shall determine upon application that, despite the adjudication of the liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- (3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in a defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.
- (4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

- (5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.
- (6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.
- (7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of \_\_\_\_\_\_\_, 1992, and I acknowledge the same to be my act.

WITNESS:

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

15.



## 00046 00835

Department of Assensment Gourd Taxation WASHINGTOGHARMER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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3		Rec. Fee (Merger, Consol.)	- 1		
4		Rec. Fee (Transfer)			
5		Rec. Fee (Dissolution)	_	Change of	
6		Rec. Fee (Revival)	-		Principal Office Resident Agent
2		Foreign Qualification Cert. of Qual. or Reg.	-		Resident Agent
1		Foreign Name Registration	- 1	Address	
3		Certified Copy			on of Resident Agent
6		Penalty	_		on of Resident Agent
4		For. Supplemental Cert.			ent Agent's Address
3		Foreign Resolution Certificate of Conveyance		Other ch	ange
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6		Certificate of Merger/Transfer			
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00046 00836

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JIMCO TRAILER SALES, INC.

APPROVED A	ND	RECEIVED FOR	RECORD B	Y THE	STATE	DEPARTMENT (	OF	ASSESSMENTS	AND	TA X ATION	
OF MARYLAN	ND	OCTOBER	29,	1992	2 AT	8:18		O.CTOCK	A .	M. AS IN C	ONFORMITY
WITH LAW A!	ND (	ORDERED RECO	ORDED.								

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

FEE PAID:

20.00

20.00

D3528783

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

APR 1 3 1993

RETURN TO:
LAW OFFICES CREAGER & NEWHOUSE
ATTN: DIXIE C. NEWHOUSE
BRYAN CENTRE, STE. 200
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4804

08803060078

A 405600

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



BY: \_\_\_

# 00046 00837

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### ARTICLES OF INCORPORATION

FOR

#### J. R. TOMLIN TRUCKING, INC.

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

I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of General Laws of the State of Maryland.

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

#### J. R. TOMLIN TRUCKING, INC.

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

The purpose for which the Corporation is formed are:

To manufacture, buy, sell, lease and deal in motors, automobiles, motor trucks, motor buses and airplanes and their appliances, fuels and accessories; to operate and maintain garages and service stations and terminal freight points, and to store, repair, rent and lease motors, automobiles, motor trucks, motor buses and airplanes and other vehicles; to manufacture, buy, sell, and repair vehicles of every description propelled by electricity, gas, gasoline, compressed air or other mode of power; to organize, maintain and operate for mire a transportation service in all parts of the world for the purpose of transporting passengers, baggage, merchandise and

FEDigot of 14 Mry 32 escription whatsoever by means of automobiles, motor 1653 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION LENNIC J. WEAVER, CLERK

APPROVED FOR RECORD 23048252 | 10-30-92 at 8:474 .m.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

buses, motor trucks, airplanes and vehicles of every kind, however propelled; to do generally all and every other thing necessary and incident to the business of a trucking or bus company, or necessary and incident to the enjoyment of the powers and privileges herein granted.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 16615 Woburn Road, Sharpsburg, Maryland 21782. The name and address of the Resident Agent of the Corporation in this State are John R. Tomlin, 16615 Woburn Road, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen are: John R. Tomlin and Bobbie Jo Tomlin.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section. (2) The Corporation shall indemnify a present or former director or officer of the Corporation in 3452 1864

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

Edward L. Ruczynski

### · STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P5.

Documents on \_\_\_\_\_ checks

APPROVED BY:



# Department of Assessments and Taxation CLERK OF THE CONCARTOR DIVISION WASHINGTON COUNTY Room 809

ON COUNTY
Room 809
301 West Preston Street
Baltimore, Maryland 21201

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63 64 65 66 52 50 51 13 56 54 53 73		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	CC CC AA RC AA AA AA	change of Name change of Principal Office change of Resident Agent change of Resident Agent change of Resident Agent change of Resident Agent changes cesignation of Resident Agent cesignation of Resident Agent change Address Other Change
76		Certificate of Merger/Transfer	•	
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TOTAL		Check Ca	sh <u>NOTE</u>	

00046 00841

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
J. R. TOMLIN TRUCKING, INC.

APPROVED AND RECEIVED FOR	RECORD BY TH	E STATE DEPARTMENT OF	ASSESSMENTS AND TAXATION
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OF MARYLAND OCTOBER

30, 1992 AT

8:47 o'clock

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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CA	PITA	LIZA	ATION	FEE	PAID:

20.00

RECORDING FEE PAID:

20.00

SPECIAL FEE PAID:

\$ \_\_\_\_\_

D3528569

TO THE CLERK OF THE COURT OF

#### WASHINGTON COUNTY

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

MAILED APR 1.3 199.

RETURN TO: KUCZYNSKI & KUCZYNSKI 55 N. JONATHAN ST. HAGERSTOWN

MD 21740

088**C3060056** 

A 405585

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

GH3-4.GMB
092492:GBB

00046 0084 2TATE DEPARTMENT OF ASSESSMENTS

AND TAXATION
APPROVED FOR RECORD

92892 at 0:07 a.m.

ARTICLES OF TRANSFER

BY MARTIN ESTATES, INC., A MARYLAND CORPORATION,
UNTO GHATTAS ENTERPRISES MAUGANS AVENUE

LIMITED PARTNERSHIP, A MARYLAND LIMITED PARTNERSHIP)

THIS IS TO CERTIFY THAT:

- 1. PARTIES: These Articles of Transfer (hereinafter sometimes referred to as "Articles") are being executed by Martin Estates, Inc., a Maryland Corporation (hereinafter "Transferor"), in order to sell, convey and transfer substantially all of its property and assets unto Ghattas Enterprises Maugans Avenue Limited Partnership, a Maryland Limited Partnership (hereinafter sometimes referred to as "Transferee"). These Articles are to be effective as of 12:01 a.m. September 24, 1992 ("Effective Date").
- 2. TRANSFER: Transferor does hereby sell, transfer, bargain, assign and convey all of its right, title and interest in and to all of the following property (hereinafter the "Subject Property") unto the Transferee, Ghattas Enterprises Maugans Avenue Limited Partnership, and its successors and assigns:

All that lot or tract of land situate in Washington County, Maryland, being more particularly described in <a href="EXHIBIT">EXHIBIT</a>
<a href="#">A</a> attached hereto.</a>

The Transferor hereby agrees to the transfer of the Subject Property described above, which transfer constitutes a transfer of substantially all of the assets and property of the Transferor to the Transferee. Transferor shall execute a Confirmatory Deed to reflect the transfer of the Subject Property.

3. <u>POST OFFICE ADDRESSES</u>: The post office address of the principal place of business of Transferee and the post office address of the principal place of business of the Transferor are as follows:

#### TRANSFEREE

TRANSFEROR

Ghattas Enterprises Maugans Avenue Limited Partnership 13224 Fountainhead Plaza Hagerstown, Maryland 21742 Martin Estates, Inc. 18216 Maugans Avenue Hagerstown, Maryland 21742

- 4. PRINCIPAL PLACE OF BUSINESS AND PLACE OF
  INCORPORATION: Transferor is a corporation incorporated under
  the laws of the State of Maryland and having its principal
  place of business as set forth above in the County of
  Washington, State of Maryland. The Transferee is a limited
  partnership under the laws of the State of Maryland and having
  its principal place of business as set forth above in the
  County of Washington, State of Maryland. Transferor and
  Transferee only have principal offices in Washington County,
  Maryland.
- 5. AUTHORIZATION TO TRANSFER: The transfer described herein pursuant to the contents of these Articles of Transfer, being made in strict accordance with Transferor's Charter, was duly advised by the Board of Directors of the Transferor by a resolution adopted by unanimous written consent and was duly authorized and approved by all the corporate stockholders of every class, by unanimous written consent, all in accordance with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland.

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 6. <u>AUTHORIZATION OF TRANSFEREE</u>: The transfer described herein pursuant to the contents of these Articles of Transfer, being made in strict accordance with its Partnership Agreement dated September 24, 1992, was duly authorized and approved by all partners of the Partnership (both limited and general) on September 24, 1992.
- 7. <u>CONSIDERATION</u>: The transfer being made pursuant hereto is for a total consideration of One Million Three Hundred Fifty Thousand Dollars (\$1,350,000.00) paid in cash.
- 8. <u>REAL ESTATE OWNED</u>: The Transferor owns an interest in land in Washington County, Maryland, which is being conveyed by these Articles, but it does not own any interest in land in Baltimore City or in any other county in Maryland. The Transferee owns no interest in land in Maryland.
- 9. NO ASSUMPTION OF LIABILITIES. Transferee does not assume any debts, obligations and liabilities of the Transferor.

IN WITNESS WHEREOF, Martin Estates, Inc. has caused its corporate name to be signed by its President, attested by its Secretary, and Ghattas Enterprises Maugans Avenue Limited Partnership has caused its name to be signed by its General Partner, all as of the Effective Date defined hereinabove.

ATTEST:

MARTIN ESTATES, INC., a Maryland Corporation

Conrad H. Martin

Secretary

BY: Oliver H. Martin (SEAL)

President

ATTEST:

GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED PARTNERSHIP, a Maryland Limited Partnership

bimited Faithership

BY: A.M.G. ENTERPRISES, INC., a

Maryland Corporation General Partner

Secretary

Asad M. Ghattas

President

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this A day of September, 1992, before me, a Notary Public in and for the State and County aforesaid, personally appeared Oliver H. Martin, President of Martin Estates, Inc., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the aforegoing Articles of Transfer to be the corporate act and deed of said Corporation, and further, the Articles of Transfer herein set forth were approved by unanimous action of the Board of Directors and Stockholders, and that the matters and facts set forth in the Articles of Transfer are true and correct.

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

NOTARY PUBLIC

My Commission Expires:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this  $24^{\text{M}}$  day of September, 1992, before me, a Notary Public in and for the State and County aforesaid, personally appeared Asad M. Ghattas, President of A.M.G. Enterprises, Inc., a Maryland Corporation, General Partner of Ghattas Enterprises Maugans Avenue Limited Partnership, and in the name and on behalf of the said Partnership acknowledged the aforegoing Articles of Transfer to be the act and deed of said Partnership, and further, the Articles of Transfer herein set forth were approved by unanimous action of the partners (both general and limited), and that the matters and facts set forth in the Articles of Transfer are true and correct.

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

NOTARY PUBLIC

My Commission Expires:

BRIDGE

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### EXHIBIT A

All that tract or parcel of land situated on the North side of Maugans Avenue, near Maugansville, in Election District #13, Washington County, Maryland, and being more particularly described as follows:

BEGINNING at an iron pin at the end of the first, or North 19 degrees 50' 58" East 175 feet, line of a Deed to Humble Oil and Refining Company, recorded in Liber 429, folio 437, one of the Land Records of Washington County, Maryland, and having Maryland grid coordinates of North 677,330.30 and East 592,878.62, and running thence with said line prolonged and reversed, South 19 degrees 51' 2" West 234.96 feet to an iron pin in the North marginal line of said Maugans Avenue and 60 feet from station 10+00, as shown on Right-of-Way plat #13051; thence with said marginal line North 70 degrees 3' 45" West 449.95 feet to an iron pin; thence leaving said marginal line North 22 degrees 3' 13" East 657.11 feet to an iron pin; thence South 67 degrees 17' 47" East 50 feet to an iron pin; thence North 30 degrees 35' 24" East 595.19 feet to an iron pin in the West marginal line of Interstate #81, as shown on Right-of-Way plat #13050, and running thence with said marginal line by the arc of a curve to the right 799.65 feet, having a radius of 7,489.44 feet and a chord of South 17 degrees 7' 37" East 799.28 feet to an iron pin; thence by the arc of a curve to the right 276.62 feet, having a radius of 731.51 feet and a chord of South 3 degrees 14' 5" East 274.98 feet to an iron pin; thence South 6 degrees 35' 55" West 197.49 feet to an iron pin at the end of the third, or South 45 degrees 12' 32" East 177 feet, prolonged line of the aforementioned Deed to Humble Oil Company; thence leaving the said marginal line of Interstate #81 and running thence with the second and third lines of said Deed reversed North 45 degrees 12' 30" West 187.48 feet to an iron pin; thence North 70 degrees 9' 24" West 200.02 feet to the point of beginning, containing 13.23 acres of land, and being a portion of the same land conveyed to Harry E. and Ruth S. Miller by Daniel Miller, widower, by Deed dated the 6th day of April, 1927, and recorded among the Land Records of Washington County, Maryland, at Liber 177, folio 55.

BEING all and the same real estate which was conveyed unto Martin Estates, Inc., a Maryland Corporation, by a Deed from Harry E. Miller and Ruth S. Miller, his wife, dated March 20, 1969, and recorded among the aforesaid Land Records in Liber 485, folio 256.

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: HU

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY Department of Assessments and Taxation CHARTER DIVISION

Room 8()9 301 West Preston Street Baltimore, Maryland 21201

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		P.A Reli	gious	Close	Stock	Nonstock
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<u>CODE</u>	AMOUNT 50	FEE REMITTED  Expedited Fee	Name Ch			
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61 62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or				
64	20	Consolidation) Rec. Fee (Transfer)		Change	e of Name	
65		Rec. Fee (Dissolution)		Change	e of Principal	
66 .		Rec. Fee (Revival) Foreign Qualification	darks and the		e of Resident A e of Resident A	
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56 54		For. Supplemental Cert.	_		Change	
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75		Special Fee				
80		For. Limited Partnership Cert. Limited Partnership		ATTENTIO	ON: Krista M	Cowen
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71		Financial				
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF TRANSFER MARTIN ESTATES, INC.

(A MD CORP.)

TRANSFEROR

AND

GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED

PARTNERSHIP

(A MD LIMITED PARTNERSHIP)

TRANSFEREE

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

A . M. AS IN CONFORMITY OF MARYLAND SEPTEMBER 28, 1992 AT 10:07 O'CLOCK WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

CERT. OF CONV.-WASHINGTON COUNTY

20.00

4.00

24.00 TOTAL

M3502861

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> APR 1 3 1993 MAILED RETURN TO: MILES & STOCKBRIDGE ATTN: KRISTA MCGAWAN 10 LIGHT STREET BALTIMORE

MD 21202

05403052425

A 402801

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

B451 1945

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



## CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### SUMAC CORPORATION

ARTICLES OF AMENDMENT (2-23-92 2: 957a

SUMAC Corporation, a Maryland corporation, having its principal office at 318 North Potomac Street Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

#### "FIFTH

The total amount of the authorized capital stock which the Corporation has authority to issue is Thirty Three Thousand (33,000) shares of Common Stock of which Three Thousand (3,000) shares of the par value of Ten (\$10.00) Dollars are Class A Common Stock and Thirty Thousand (30,000) shares of the par value of Ten (\$10.00) Dollars are Class B Common Stock. The aggregate par value of all Classes having par value is Three Hundred Thirty Thousand (\$330,000.00) Dollars.

A description of each Class of Stock with its rights, voting powers, restrictions, limitations as to dividends and qualifications is as follows:

- The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.
- The holders of Class B Common Stock shall have no voting rights, powers or privileges for any purposes, and the holders of Class A Common Stock, to the exclusion of the holders of Class B Common Stock, shall have all voting rights, powers and privileges as 23588257 stockholders of the Corporation.
- 3. Stock dividends payable in Class A Common Stock may be paid only to holders of Class A Common Stock; stock dividends payable in Class B Common Stock may be paid only to holders of Class B Common Stock."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and

APR 30 11 31 AM '93

EENNIC . WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

THIRD: The manner and basis of implementing the recapitalization effected by these Articles of Amendment shall be as follows:

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each of the outstanding shares of Common Stock of the Corporation shall forthwith be surrendered in exchange for one (1) share of Class A Common Stock of the Corporation. The shares so surrendered shall be cancelled.

IN WITNESS WHEREOF, SUMAC Corporation, has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 2/2 day of and its President acknowledges that these Articles of Amendment are the act and deed of SUMAC Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Geraldine M. Reid, Secretary

SUMAC Corporation

By: A. F. Abdullah, President

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



000.46 00850

Department of Assessments and Taxation CLERK OF THE CACHALES IN DIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
SUMAC CORPORATION

APPROVED AND	RECEIVED FOR I	RECORD BY	THE STATE	DEPARTMENT OF	ASSESSMENTS	AND TAXATION
OF MARYLAND	DECEMBER	23,	1992 AT	9:51	O'CLOCK	A • M. AS IN CONFORMIT

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

46.00

RECORDING FEE PAID:

SPECIAL FEE PAID:

s 20•00

D0966986

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET BOARMAN
P O BOX 1267
HAGERSTOWN MD 21741 1267

125C3062221

A 409808

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7472 KEI



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY CORPORATION RECORDS

12-18-92 at\_

#### EAGLE HVAC DESIGN AND SUPPLY, INC. ARTICLES OF INCORPORATION

FIRST: I, Donald L. Mertz, Jr., whose post office address is 901 Pope Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

## EAGLE HVAC DESIGN AND SUPPLY, INC.

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

- To engage in the manufacture and sale of heating, ventilation and air conditioning equipment and systems, to provide services related to the same, and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 901 Pope Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is G. Clair Baker, Jr., 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than (3), but not less than (1); and
- If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

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LENNIS . WEAVER, CLERK

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

qualified are:

Donald L. Mertz, Jr.

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

- NINTH: (1) As used in this Article Ninth, any world or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with ac proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

filbalf Donald L. Mertz Jan (SEAL)

WITNESS:

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



LERK OF THE CIRCUIT COURT Department on Assessments and Taxation CHARTER DIVISION

00046 00855

Room 809 301 West Preston Street Baltimore, Maryland 21201

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6		Penalty For. Supplemental Cert.	Designation of Resident Agent and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
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CLERK OF THE CIRCUIT COURTY

ARTICLES OF INCORPORATION

OF

EAGLE HVAC DESIGN AND SUPPLY, INC.

APPROVED AND F	RECEIVED FOR REC	ORD BY	THE STATE DEPAR	RTMENT OF	ASSESSMENTS A	AND TAXATION
OF MARYLAND	DECEMBER	18,	1992 AT	8:26	O.CFOCK	A • M. AS IN CONFORMITY
WITH LAW AND O	RDERED RECORDE	D.				

ORGANIZATION AND CAPITALIZATION FEF PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

\$

D3557600

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
G. CLAIR BAKER, JR.
138 W. WASHINGTON ST., RM. 216
HAGERSTOWN MD 21740

12503062139

A 409750

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



## CORPORATION RECORDS

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# ARTICLES OF INCORPORATION FOR THE CIRCUIT COURT

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	`	A Fire	AND TAXA		DEC
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·					<u> </u>
under the laws of the State of M				of age, do(es) here	by form a corporation
SECOND: The name of the corp	oration is <u>H</u>	ARBENAUX In	С.		
THIRD: The purposes for which	the cornoration	is formed are as fo	llows.		
Manufacturer'					
lasers, and inst	rumentati	on products			
			-23	528450	·
FOURTH: The post office addres	s of the principa	office of the cor	ooration in Maryland	d is	
\ \ \ 1135 Hamilton	Blvd.	Haggerstow	n, Maryland	21740	
FIFTH: The name and post office	address of the	resident agent of t	ne corporation in M	aryland are	
Len Freitick					
1135 Hamilton	blvd.	Haggerstow	n, Maryland	21740	•
SIXTH: The corporation has auth	ority to issue	100	share	es at \$100.0	00
par value per share.					
SEVENTH: The corporation elected Joseph G. Fla		rd of directors. Ur will be the d		es effect	
EIGHTH: IN WITNESS WHEREOF	I have signed t			ne to be my act.	
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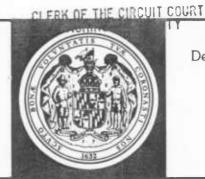
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#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

#### **GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION** FOR A "CLOSE" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a CLOSE Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND:

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD:

Give a one or two sentence description of the business of the corporation.

**FOURTH:** 

Insert the address of the principal place of business. It must be a specific address in Maryland and must

include street, city and zip code. It cannot be a post office box.

FIFTH:

This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH:

Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.

SEVENTH:

Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director of the corporation until he or she issues stock at the organizational meeting of the board. Thereafter the stockholder runs the corporation directly.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

**RETURN TO:** 

State where the receipt, certified copies, certificates of status and the original articles are to be sent.

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

> TELEPHONE/(301) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JCNES Director

PAUL B. ANDERSON Administrator

P-5.



# Department of the Control of the Con

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance  Certificate of Merger/Transfer  Special Fee For. Limited Partnership Amendment to Limited Partnership		Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HARBENAUX INC.

APPROVED AND	RECEIVED FOR REC	ORD BY THE STATE DEPA	ARTMENT OF ASSESSME	ENTS AND TAXATION
OF MARYLAND	DECEMBER	17, 1992 AT	8:11 O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND O	ORDERED RECORDE	).		
DRGANIZATION AND		RECDRDI FEE PAU		SPECIAL FEE PAID:
\$ 2	0.00	\$	20.00	\$

D3557097

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
HARBENAUX
P.O. BOX 325
ELKTON

MD 21922 0325

12503062088

A 409704



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### ARTICLES OF AMENDMENT

OF

COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC. THIS IS TO CERTIFY:

That the Board of Directors of Computerized Business FIRST: Management Systems, Inc., a Maryland corporation, having its principals offices at 19607 Longmeadow Road, Hagerstown, Maryland, at a meeting timely called by proper notice, duly convened and held on December 1, 1992, adopted the following resolution:

RESOLVED, That it is advisable to amend the Charter of the Corporation by amending and deleting paragraphs FOURTH and FIFTH, page 3, of the Articles of Incorporation and inserting in their place the following:

"FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 19607 Longmeadow Road, Hagerstown, Washington County, Maryland 21742. The Resident Agent of the Corporation is Robert L. Calandrelle, whose Post Office address is 19705 Scott Hill Drive, Hagerstown, Washington County, Maryland 21742. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be STATE DUCATION ASSUMENTS

FILED

APR 30 11 32 AH '93

LENNIC J. WEAVER, CLERK

APPROVED FOR PAILINT

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

less than three (3). The directors shall be Robert L. Calandrelle, Gregory L. Moser, Harold A. Blubaugh, Jr. and James E. May.

That all other remaining paragraphs and provisions of the Articles of Incorporation are ratified and not changed or amended."

SECOND: That a proper timely notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders that was held on November 30, 1992.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was approved by a majority vote of the Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Computerized Business Management Systems, Inc. these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 18 day of December, 1992.

Computerized Business Management Systems, Inc.

Attest:

Gregory L. Moser, Secretary

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 18th day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Calandrelle, President of Computerized Business Management Systems, Inc., a Maryland corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Gregory L. Moser, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

es:
Notary Public
November 1, 1993

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00864

Department is (CARCHITTER DIVISION COUNTY CHARTER DIVISION Room 809

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS. INC.

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

OF MARYLAND DECEMBER 21, 1992 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL FEE PAID:

s 20.00

\$ \_\_\_\_\_

D2367142

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MC GEORY & SCHAEFER ATTYS. AT LAW
ATTN: RICHARD F. MC GEORY
152 W. HASHINGTON ST.
HAGERSTOWN MD 21740

12403062009

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 18 day of December, 1992, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are Computerized Business Management Systems, Inc., a Maryland Corporation, (hereinafter referred to as "CBM Systems" and Computer Based Maintenance Services, Inc., a Maryland Corporation, (hereinafter referred to as "CBM Services").

THIRD: CBM Systems shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of CBM Systems in the State of Maryland is 19607 Longmeadow Road, Hagerstown, located in Washington County, State of Maryland. The principal office of CBM Services is 19607 Longmeadow Road, Hagerstown, located in Washington County, State of Maryland.

ETATE DEPARTMENT OF ASSESSMENTS

Ara 30 11 32 AH \*93

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ADALOVED FOR PARLENT

12-21-92at 11:29p.m.

275 3471 1419

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: Neither of the Constituent Corporations owns property in any county in Maryland, the title to which could be affected by the recording of an instrument among the land records.

SIXTH: The board of directors of CBM Services on December 1, 1992, by a majority vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on November 30, 1992. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on November 16, 1992, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of CBM Services and the laws of the State of Maryland.

SEVENTH: The board of directors of CBM Systems on December 1, 1992 by majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on November 30, 1992. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on November 16, 1992, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

required by the Charter of CBM Systems and the laws of the State of Maryland.

EIGHTH: The Articles of Incorporation of the Successor are hereby amended to be as set forth in Exhibit A hereto and as amended, all of the terms and provisions thereof are hereby incorporated in these Articles and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the Effective Date, as hereinafter defined, and until said Exhibit A, separate and apart from these Articles shall be, and may be separately certified as the Articles of Incorporation, as amended, of the Successor.

NINTH: CBM Services has authority to issue shares of one class of stock namely One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100.00) each, (the "CBM Services Common Stock") having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). There are One Hundred (100) shares issued and outstanding.

TENTH: CBM Systems has authority to issue shares of one class of stock, namely One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100.00) each, (the "CBM Systems Common Stock"), having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00). There are One Hundred (100) shares issued and outstanding.

ELEVENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (a) Each share of **CBM Services** Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.
- (b) Each share of **CBM Systems** Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of **CBM Systems** Common Stock.
- (c) Each share of **CBM Services** Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into 2.6 shares of **CBM Systems** Common Stock for one share of **CBM Services** Common Stock.
- (d) No fractional share certificates of CBM Systems shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a CBM Services stockholder entitled to a fractional share equal to one-half or more of one share of CBM Systems Common Stock shall receive a full share of CBM Systems Common Stock and any fractional share equal to less than one-half of one share of CBM Systems Common Stock shall be eliminated.
- (e) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing CBM Services Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of CBM Systems Common Stock into which the CBM Services Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Until such surrender, CBM Services Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of CBM Systems Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of CBM Systems Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of CBM Systems Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of CBM Systems Common Stock.

If any holder of an outstanding certificate or certificates representing CBM Services Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as CBM Systems Corporation shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of CBM Systems, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing CBM Services Common Stock.

TWELFTH: Upon the Effective Date:

(a) the assets and liabilities of CBM Services shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of CBM Services, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of CBM Services and all property, real, personal and mixed, and all debts due to CBM Services on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of CBM Services and all debts, liabilities, obligations and duties of CBM Services shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholder of any of the Constituent Corporations or all of them; provided however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided for by these Articles of Merger shall become effective on January 1, 1993 (the "Effective Date") and the separate existence of CBM Services, except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by CBM Services and Successor as required by the

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, CBM Services and CBM Systems, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 18th day of December, 1992.

ATTEST:

ATTEST:

Computer Based Maintenance Services, Inc.

Gregory L. Moser, Secretary

7

James E. May, President

Computerized Business Management Systems Inc.

Gregory L. Moser, Secretary

Robert L. Calandrelle, President

THE UNDERSIGNED, President of Computer Based Maintenance
Services, Inc., who executed on behalf of said corporation the foregoing
Articles of Merger, of which this certificate is made a part, hereby
acknowledged, in the name and on behalf of said corporation, the foregoing
Articles of Merger, to be the corporate act of said corporation and further
certifies that, to the best of his knowledge, information and belief, the matters
and facts set forth therein with respect to the approval thereof are true in all
material respects, under the penalties of perjury.

James E. May, President

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, President of Computerized Business

Management Systems, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledged, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Robert L. Calandrelle, President

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### **ARTICLES OF AMENDMENT**

**OF** 

COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC.
THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Computerized Business Management Systems, Inc., a Maryland corporation, having its principal offices at 19607 Longmeadow Road, Hagerstown, Maryland, at a meeting timely called by proper notice, duly convened and held on December 1, 1992, adopted the following resolution:

RESOLVED, That it is advisable to amend the Charter of the Corporation by amending and deleting paragraphs FOURTH and FIFTH, page 3, of the Articles of Incorporation and inserting in their place the following:

"FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 19607 Longmeadow Road, Hagerstown, Washington County, Maryland 21742. The Resident Agent of the Corporation is Robert L. Calandrelle, whose Post Office address is 19705 Scott Hill Drive, Hagerstown, Washington County, Maryland 21742. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

less than three (3). The directors shall be Robert L. Calandrelle, Gregory L. Moser, Harold A. Blubaugh, Jr. and James E. May.

That all other remaining paragraphs and provisions of the Articles of Incorporation are ratified and not changed or amended."

SECOND: That a proper timely notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders that was held on November 30, 1992.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was approved by a majority vote of the Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Computerized Business Management Systems, Inc. these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 18<sup>46</sup> day of December, 1992.

Computerized Business Management Systems, Inc.

Attest:

Gregory L. Moser, Secretary

Robert L. Calandrelle, President

00046 00876

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this Leth day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Calandrelle, President of Computerized Business Management Systems, Inc., a Maryland corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Gregory L. Moser, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information and belief.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

November 1, 1993

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department The CIRCUIT COURT Department The CIRCUIT COURT CHARTER DIVISION

00046 00877

Room 809 301 West Preston Street Baltimore, Maryland 21201

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Merging (Transferor)		Surviving (Transferee)
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10	Expedited Fee	(New Name)
20 61	Organ. & Capitalization	
62	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	
63 20	Rec. Fee (Merger, Consol.)	
64	Rec. Fee (Transfer)	
65	Rec. Fee (Dissolution)	Change of Name
66 52	Rec. Fee (Revival)	Change of Principal Office Change of Resident Agent
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76	Certificate of Merger/Transfer	
75 <u> </u>	Special Fee For. Limited Partnership	
83	Cert. Limited Partnership	CODE
84	Amendment to Limited Partnership	
85 21	Termination of Limited Partnershi	ip
21	Recordation Tax	ATTENTION
22 23	State Transfer Tax Local Transfer Tax	ATTENTION:
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31	Foreign Corp. Registration	
87 71	Limited Part. Good Standi	ing
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	late filing penalties	
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91	Amend/Cancellation, For. Limited	MAIL TO ADDRESS: Mc Grory and Schaffer, and Schaffer, de Part. attorney at Law
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF MERGER

OF

COMPUTER BASED MAINTENANCE SERVICES, INC.

(A MD CORP.)

INTO

COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC. (A MD CORP.)

SURVIVOR

APPROVED A	ND RECEIVED	FOR RECORD	BY THE S	STATE	DEPARTMENT OF	ASSESSMENTS	AND	TAXATION
OF MARYLAN	D DECEMB	ER 21 <sub>1</sub>	1992	AT	11:29	O,CFOCK	A -	M. AS IN CONFORMITY
WITH LAW A	ND ORDERED F	RECORDED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$	\$	\$
	D2430866	-

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

WASHINGTON COUNTY

RETURN TO:

MC GRORY AND SCHAEFER

ATTN: RICHARD F. MCGRORY

152 W. HASHINGTON ST.

HAGERSTOWN MD 21740

124C3062008

A 409630

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



TO THE CLERK OF THE COURT OF

AND TAKELLON APPROVED FOR RECORD

3:00 P

STATE DEPARTMENT OF

00046 00879

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

J. R. H. ASSOCIATES, INC.

#### ARTICLES OF AMENDMENT

J. R. H. Associates, Inc., having its principal office in Washington County, Maryland ("the Corporation"), certifies to the State Department of Assessments and Taxation that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by deleting Article FIFTH and substituting in lieu thereof, the following:

> \*FIFTH: The total authorized capital stock of this Corporation is One Hundred Thousand (100,000) shares, of which One Thousand (1,000) shares are Class A Common Stock with a par value of One Dollar (\$1.00) per share, and Ninety-Nine Thousand (99,000) shares are Class B Common Stock with a par value of One Dollar (\$1.00) per share.

> The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as follows:

> The holders of the Class B Common Stock shall have no voting rights, powers or privileges for any purposes, except as otherwise required by law, and the holders of the Class A Common Stock, to the exclusion of the holders of the Class B Common Stock, shall have all voting rights, powers and privileges as stockholders of the Corporation."

SECOND: The entire Board of Directors of the Corporation has signed a written consent pursuant to Section 2-408 of the Maryland General Corporation Law in which consent the foregoing Amendment to the Articles of Incorporation was set forth, declared to be advisable, and directed to be submitted to the Stockholders of the Corporation for action thereon.

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CENNIC J. WEAVER. CLEAK BY: \_\_\_\_

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THIRD: All of the Stockholders of the Corporation have signed a written consent pursuant to Section 2-505 of the Maryland General Corporation Law in which consent the foregoing Amendment to the Articles of Incorporation was set forth and approved by all of the Stockholders of the Corporation.

FOURTH: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

FIFTH: Prior to the filing of these Articles of Amendment, the Corporation had authority to issue One Hundred Thousand (100,000) shares of capital stock, with a par value of \$1.00. Subsequent to the filing of these Articles of Amendment, the Corporation shall have authority to issue One Hundred Thousand (100,000) shares of capital stock, of which One Thousand (1,000) shares shall be Class A Common Stock, with a par value of \$1.00 per share, and Ninety-Nine Thousand (99,000) shares shall be Class B Common Stock, with a par value of \$1.00 per share. A description of each class, including preference, conversion, and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, appears in Article FIRST hereinabove.

SIXTH: The manner and basis of implementing the recapitalization effected by these Articles of Amendment shall be as follows:

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The Board of Directors and the Stockholders of the Corporation unanimously have approved a Plan of Recapitalization, a copy of which is on file at the principal office of the Corporation, pursuant to which the Stockholders will surrender all Common Stock in exchange for shares of Class A Common Stock and Class B Common Stock, all on the basis of equivalent values, as determined by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, J. R. H. Associates, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its secretary, this  $\frac{1}{8}$  day of  $\frac{1}{8}$  day of  $\frac{1}{8}$ , 1992, and its President acknowledges under the penalties for perjury that these Articles of Amendment are the corporate act of said Corporation and that, to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all material respects.

ATTEST:

J.R.H. ASSOCIATES, INC.

Anna L. Hershey, Secretary

Dire

John R. Hershey, J.

President

V5/corp/m c chesshire hershey/cert of amend

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00882

Department of Assessments and Taxation CLERK OF THE CHARDIER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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00046.00883 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
J. R. H. ASSOCIATES, INC.

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

OF MARYLAND DECEMBER 21, 1992 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

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D0235788

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
WHITEFORD, TAYLOR & PRESTON
ATTN: MARY CLAIRE CHESSHIRE
1400 SIGNET TOWER
7 SAINT PAUL STREET
BALTIMORE MD 21202

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MAILED JUN 3

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



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00046 00884 STATE DEPARTMENT OF ASSESSMENTS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY **CORPORATION RECORD** TIT FOR RECORD ARTICLES OF DISSOLUT Pursuant to the provisions of Annotated Code of Maryland, Section 3-401 et seq., the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving

the corporation: The name of the corporation is Turk Eye Farm, Inc. The principal office of the corporation is 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756.

The name and address of the resident agent who will serve for one year after the dissolution and until the affairs of the corporation are wound up is: Christian A. Hawbaker, 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756.

The name and address of the one director of the corporation named in the Articles of Incorporation is as follows: Christian A. Hawbaker, 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756.

There was never an organizational meeting of the Corporation; nor were directors or officers elected; nor were shares of stock issued.

The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation, to wit: by a resolution of the majority of the incorporators.

The corporation has no known creditors.

The corporation is hereby dissolved.

I SOLEMNLY AFFIRM under the penalties of perjury that the matters set forth herein are true in all material respects and I hereby acknowledge these Articles of Dissolution to be the act of the corporation on this /4 day of December, 1992.

Turk Eye Farm, Inc. Christian A. Hawbaker, Incorporator 23518432

FILED

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LENNIC . WEAVER, CLERK



STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT

# COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

#### GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA,

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

Dear Sir/Madam:

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

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

TURK EYE FARM, INC.

have-been paid.

WITNESS my hand and official seal this

10TH day of

DECEMBER

A.D. 19 92.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3471 1311

MY TELEPHONE NUMBER IS:

COT/GAD-409

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

AN EQUAL OPPORTUNITY EMPLOYER

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# 00046 00886

Department pleAssessments and Taxation WASHINGTON CHARTER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION OF TURK EYE FARM, INC.

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

OF MARYLAND DECEMBER 16, 1992 AT 12:23 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND

RECORDING FEE PAID: SPECIAL FEE PAID:

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30.00

D3341534

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: JULIE BLAIR P.O. BOX 548 JEFFERSON

MD 21755 0548

OF ASSESSMEN

124C3061985

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

.. 00046 00888

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF MERGER MERGING

GRO-CON, INC.

S ATE DEPARTMENT OF ASSESSMENTS

AND MAKAPION

(a Corporation of the State of Maryland)

INTO

12/18/92 at 11:15 .m.

ANGSTROHM HOLDINGS, INC. (a Corporation of the State of Delaware)

FIRST: Angstrohm Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, and Gro-Con, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Gro-Con, Inc. shall be merged into said Angstrohm Holdings Inc.. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: Angstrohm Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the same name.

THIRD: The parties to the articles of merger are Angstrohm Holdings, Inc., a corporation organized on the 11th day of June, 1992, under the General Corporation Law of the State of Delaware and Gro-Con, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: There are no amendments to the charter of the surviving-corporation.

FIFTH: The total number of shares of stock which said Angstrohm Holdings, Inc. has authority to issue is One Thousand (1,000) shares of common stock with no par value.

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FENNIC J. WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The total number of shares of stock of which said Gro-Con, Inc. has authority to issue is One Hundred Thousand (100,000) shares of common stock with a par value of Ten Dollars (\$10) per share.

SIXTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock shall be as follows:

- (a) Each share of common stock of Gro-Con, Inc., the merged corporation, which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into 557 shares of common stock of Angstrohm Holdings, Inc., the surviving corporation.
- (b) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange has taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

SEVENTH: The principal office of said Gro-Con, Inc. organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland. Neither party to these articles own property in the State of Maryland, and specifically Washington County.

THE PRINCIPAL OFFICE OF SAID ANGSTROHM HOLDINGS, INC. ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE, ON JUNE 11,1992 IS LOCATED AT THE CORPORATION TRUST COMPANY, 1209 ORANGE STREET, WILMINGTON, DELAWARE 19801.

Page 2 of 5

EIGHTH: The name and post office address of a resident agent of said surviving corporation in Maryland is The Corporation Trust Incorporated, 32 South Street Baltimore, Maryland 21202.

NINTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by the stockholders of Gro-Con, Inc., in the manner and by the vote required by its charter and the laws of Maryland, (a) by the adoption on November 17, 1992, of a resolution by the Board of Directors declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger to be submitted for consent of sole stockholder of said corporation, and (b) the duly approved by the stockholders of said corporation by consent of the sole stockholder on November 17, 1992, all as required by law.

TENTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said Angstrohm Holdings, Inc. in the manner and by the vote required by the laws of the State of Delaware and by the charter of the said corporation by a resolution unanimously adopted by its Board of Directors pursuant to §252(e) and 251(f) of the General Corporation Law of the State of Delaware on November 17, 1992.

ELEVENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

The first board of directors of the surviving corporation after the date when the articles of merger shall become effective shall be the directors of Angstrohm Holdings, Inc. in office at that time.

IN WITNESS WHEREOF, Angstrohm Holdings, Inc. and Gro-Con, Inc., the corporate parties to the merger, have caused these articles of merger to be signed

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

in their respective corporate names and on their behalf by their respective vicepresidents and witnessed or attested by their respective secretaries as of the 17th day of November, 1992.

ANGSTROHM PRECISION, INC.

Attest:

William J. Spires

Secretary

Robert A. Freece Vice President

GRO-CON, INC.

Attest:

William J. Spires

Secretary

Robert A. Freece Vice President

THE UNDERSIGNED, Vice President of Angstrohm Holdings, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Robert A. Freece Vice President

Page 4 of 5

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, Vice President of Gro-Con, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Robert A. Freece Vice President

(Data\Gro-con)

Page 5 of 5

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

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# Departing 105 TASSELLATION CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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1	Rec. Fee (Arts. of Inc.)	
3 20	Rec. Fee (Amendment)	
3 4	Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	
5	Rec. Fee (Dissolution)	Change of Name
	Rec. Fee (Revival)	Change of Principal Office
6	Foreign Qualification	Change of Resident Agent
	Cert. of Qual. or Reg.	Change of Resident Agent
<u> </u>	Foreign Name Registration	Address
3	Certified Copy	Resignation of Resident Ager
3 6	Penalty	Designation of Resident Ager
4	For. Supplemental Cert.	and Resident Agent's Address
	Foreign Resolution	Other Change
	Certificate of Conveyance	
6	Certificate of Merger/Transfer	
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3	Local Transfer Tax  Corp. Good Standing	
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER

OF

GRO-CON, INC.

(A MD CORP.)

INTO

ANGSTROHM HOLDINGS, INC.

(A DE CORP.)

SURVIVOR

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

OF MARYLAND DECEMBER 18, 1992 AT 11:15 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

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20.00

\$ \_\_\_\_\_

D0324533

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: THE CORPORATION TRUST INCORPORATED 32 SOUTH STREET BALTIMORE

MD 21202

120C3061851 **A** 409471



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURTATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF AMENDMENT

FOR

APPROVED FOR PECCED

PINKLY, INCORPORATED

Þ

After the required Notice of Special Meeting having been served and appropriate Waivers having been executed, a Special Meeting of the Board of Directors of the above captioned Corporation was held wherein the Board adopted a resolution advising the Shareholders that the name of the Corporation should be changed from Pinkly, Inco to Pinkley, Inc.. Subsequent to the meeting of the Board of Directors and after the required Notice of Special Meeting of Shareholders was served and appropriate Waivers executed, Special Meeting of the Shareholders was held to approve the recommendation of the Board of Directors. All of the Shareholders of the Corporation were present.

The Shareholders reviewed the recommendations of the Board of Directors and unanimously approved the resolution of the Board of Directors as follows:

IT IS HEREBY RESOLVED THAT:

The Corporate Charter of Pinkly, Incorporate hereby amended changing the name of the corporation from Pinkly, Incorto PINKLEY, INC..

We the undersigned President and Secretary of the above captioned Corporation do hereby declare and affirm under the penalty of perjury that the herein described Arti of Amendment is a corporate act.

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LEANIC J. WEAVER, CLERK

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Signed and attested to on this December 7, 1992.

Olge Chilste Olga/Armbrister, President

David Q. Bethell, Secretary

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## 00046 00896

REPRINTED MASSESSING WASHINGTON COMPARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE	BUSINESS COD	E COUNTY
#7)	15556		s Close Stock Nonstock
Mergi	ng		Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	0:10
10 20 61	50 20	Rec. Fee (Arts. of Inc.)	(New Name) Pinkley , Inc.
62 63	20	Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
64 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
66 52 50		Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.	Change of Principal Office Change of Resident Agent Change of Resident Agent
51	8	Foreign Name Registration	Address
13 56	8	Penalty Certified Copy	Resignation of Resident Agent Designation of Resident Agent
54		For. Supplemental Cert.	and Resident Agent's Address
53 73		Foreign Resolution Certificate of Conveyance	Other Change
76		Certificate of Merger/Transfer	
75 80		Special Fee For. Limited Partnership	
83		Cert. Limited Partnership	CODE
84		Amendment to Limited Partnership	
85 21		Termination of Limited Partnershi Recordation Tax	p
22		State Transfer Tax	ATTENTION:
23		Local Transfer Tax	777 2000
31		Corp. Good Standing	
NA		Foreign Corp. Registration	
87		Limited Part. Good Standi	ng
71 600		Financial Pers	onal
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		late filing penalties	D 4 000
70		Change of P.O., R.A. or R.A.A.	awa solderg
91		Amend/Cancellation, For. Limited	Part.
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98 97		LLC Amend, Diss, Continuation LLC Cancellation	101 Sun of VI
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94	-	Foreign LLC Supplemental	
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TOTAL FEES	78		Cr
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		1 m	NOTE: COPY MADE!

00046 00897

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
PINKLY, INCORPORATED
CHANGING ITS NAME TO:
PINKLEY, INC.

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

OF MARYLAND DECEMBER 14, 1992 AT 11:43 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$	\$20.00	\$
	D1555655	-

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: DAVID GOLDBERG 107 SUDBROOK LANE DALTIMORE

MD 21209



11703061587

**A** 409238

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3470 1678

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS 00046 00898

ARTICLES OF INCORPORATION

FIRST: The Undersigned, Paul Gunder, whose post office address is 1310 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is ProStaff Realty, Inc.

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

- To engage in the purchase, lease, or otherwise acquire, and to hold, manage, improve, maintain, operate, sell and otherwise dispose of real or personal property; and to engage in all activities, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto.
- 2. To serve as a broker and/or agent for the purchase, sale and lease of real or personal property.
- To appraise, evaluate and analyze the value of real or personal property.
- 4. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1310 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Michael J. Schaefer, 152 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, having no par value, all of one class.

The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and
- (2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

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

Paul Gunder

Cynthia Hull Snyder

Paul B. Gunder

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

Sasalny Claradas

Paul Gunder

STATE OF PENNSYLVANIA, COUNTY OF FRANKLIN, to-wit:

I HEREBY CERTIFY, that on this  $\sqrt{m}$  day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Gunder, party to the aforegoing Articles of Incorporation, known to me personally or satisfactorily proven to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:

Natara Snal Leis A. McClar Gran Natary Public Washingtor Two Franklin County My Commission Express Dec 20, 1993

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

# SUM CRUSHO Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	Department of CHARTER
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3		Rec. Fee (Merger, Consol.)  Rec. Fee (Transfer)			
5		Rec. Fee (Dissolution)	Change	of Name	
6		Rec. Fee (Revival)	Change	of Principal (	
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1		Foreign Name Registration	Address	tion of Reside	ent Agent
3 6		Certified Copy Penalty		tion of Reside	
4		For. Supplemental Cert.		ident Agent's	
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3		Certificate of Conveyance			
6		Certificate of Merger/Transfer			
5		Special Fee			
0		For. Limited Partnership			
3		Cert. Limited Partnership	CODE		
4		Amendment to Limited Partnership			
5		Termination of Limited Partnership			
1 2		Recordation Tax State Transfer Tax	ATTENTION.		
3		Local Transfer Tax	ATTENTION:_		
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A		Foreign Corp. Registration			
7		Limited Part. Good Standing			-
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00046 00902 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF PROSTAFF REALTY, INC.

APPROVED AND I	RECEIVED FOR REC	ORD B	Y THE ST	ATE DEPAI	RTMENT OF	ASSESSMENTS A	ND TAXATION
OF MARYLAND	DECEMBER	14,	1992	AT	9:21	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND C	RDERED RECORDE	D.					

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FFF PAID:

20.00

20.00

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D3552502

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
MICHAEL J. SCHAEFER
152 W. WASHINGTON ST.
HAGERSTOWN

MD 21740



116C3061258

A 408953

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3469 2784

ARTICALS OF INCORPORATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

844a

LOYAL ORDER OF MENS RATS

OF HAGERSTOWN, MARYLAND, INCORPORATED

The undersigned:

Robert H. Brady Sr. Rt 12 Box 158 Hagerstown, Md. 21740

Dick King 1045 Rose Hill Ave Hagerstown, Md. 21740

Joe Semler 779 South Potomac St. Hagerstown, Md. 21740

Ronnie Davis 1024 H Noland Dr. Hagerstown, Md 21740

Richard Young Sr. 720 Maryland Ave. Hagerstown Md. 21740

Tom White 300 South Mulberry St. Hagerstown, Md. 21740

Spence Stoddard 2009 Linden Drive Hagerstown, Md. 21740

Kenny Toms 1016 Brinkers Drive Hagerstown, Md. 21740

Harold Fraley 21 Catawba Circle Hagerstown, Md. 21740

Terry Lidie 11 North Cleveland Ave. Hagerstown, Md. 21740

Charles Hall 11 North Cleveland Ave. Hagerstown, Md. 21740

Jack Fernamburg 110 East Chestnut St. Funkstown, Md. 21734

Ralph Brunner 949 Maryland Ave. Hagerstown, Md. 21740

12-14-92 Peck Wilkinson 312 East Franklin St. Hagerstown, Md. 21740

27 May 18

Bill Barton 603 Maryland Ave. Hagerstown, Md. 21740

Earl Baker P.O.Box 536 Maugansville, Md. 21767

Jim Young Jr. 1825 Harwood Ave. Hagerstown, Md. 21740

Terry Harbaugh P.O.Box 751 Hagerstown, Md. 21740

Richard Young Jr. 720 Maryland Ave. Hagerstown, Md. 21740

Herman Hawse 133 East Franklin St. Hagerstown, 11d. 21740

George Rowe 238 Summit Ave. Hagerstown, Md. 21740

Charles Shadrach 513 Megan Lane Rt 1 Box 7313 Fallingwaters, W. Va.

George St. Clair Hagerstown, Md. 21740

James Bagley 901 View Drive Hagerstown, Md. 21740

FILED Carl Hetzel Box 315

Funkstown, Md. 21734

1 32 AH '93 ohn Douglas APR 30 TENNICO WEAVER CLEASE West Washington St. Hagerstown, Md. 21740

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Sylvester Zeiger 11 West Baltimore St. Hagerstown, Md. 21740

Albinas Young 230 Gay St. Hagerstown, Md. 21740

Jerry Campbell 54 Westside Ave. Hagerstown, Md. 21740

Albert Hetzel Jr. 4639 Harpers Fey Rd. Sharpburg, Md. 21782

Dennis Baker 45 East Lincoln Ave. Hagerstown, Md. 21740

Kirk Dowler Rt 1 Box 441 Big Spring, Md. 21772

Harold Hovermale 364 South Cleveland Ave. Hagerstown, Md. 21740

James Breathwaite 17610 Crest Dr. Hagerstown, Md. 21740

Charles Smith 30 Richmond St. Hagerstown, Md. 21740

Larry Gladhill 429 North Locust St. Hagerstown, Md. 21740

Gregory Harbaugh 330 Fairmount Ave. Waynesboro, Pa. 17268

Charles Hutzel Box 315 Funkstown, Md. 21734

Curt Stevenson South Potomac St. Hagerstown, Md. 21740

Bent Hahn 202 Taylor Ave Hagerstown, Md. 21740 Ronnie Slusher 101 Third St. Hagerstown, Md. 21740

Edwin Shrader 15 South Cannon Ave. Hagerstown, Md. 21740

Richard Trovinger 1712 Sherman Ave. Hagerstown, Md. 21740

Luther Griffith 401 South Potomac St. Hagerstown, Md. 21740

Larry Brown 523 West Franklin St. Hagerstown, Md. 21740

Bob Wilson 16 Redwood Circle Hagerstown, Md. 21740

Bud Rider 1035 Outer Dr.. Hagerstown, Md. 21740

Cletus Bowlus 850 Noland Dr. Hagerstown, Md. 21740

Arthur Smith 217 Garlinger Ave. Hagerstown, Md. 21740

John St. Clair 365 South Cannon Ave. Hagerstown, Md. 21740

Robert Thomas 316 South Locust St. Hagerstown, Md. 21740

George Tracy 1644 Timber Lane Hagerstown, Md. 21740

Walter Cline Rt 3 Box 315 Hagerstown, Md. 21740

Lawrence Lushbaugh 55 East Washington St. Hagerstown, Md. 21740

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation, Loyal Order of Mens Rats of Hagerstown, Maryland., here after called Loyal Order of Mens Rats of Hagerstown, Maryland, Incorporated.

The purpose for which the corporation is formed are as followed:

- A. To build and maintain the welfare of our community
- B. To train our youth to become purposeful citizens, with full knowledge of the responsibilities as well as the priviledges of citizenship.

The post office address of the principal of the corporation in Maryland is 13819 Village Mill Dr., P.O.Box 536, Maugansville, Md. 21767

The name and post office address of the resident agent of the corporation in Maryland are, Earl R. Baker, 13819 Village Mill Dr. P.O.Box 536 Mauganville, Washington County, Maryland. 21767

The corporation shall not be authorized to issue capital stock.

The number of Directors of the corportion shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the corporation, and the names of the directors who shall act untill the first meeting or untill their successors are duly chosen and qualified are:

President- Earl R. Baker Vice President- Bill Barton Secretary-Lawrence Lushbaugh Finance Officer- Richard Youg Jr. Sgt. at Arms- Ronnie Davis

The following provisions are hereby adopted for the purposed defining, limiting and regulation the powers of the corporation and of the directors and members:

The duration of the corporation shall be perpetual.

In witness where of we have sighed these articles of incorporation on 0cT, 5, 1992 and severally acknowledge the same to

be our act.

obert H. Brady

Bill Barton

Earl R. Baker

Jim Young Jr.

CLERK OF THE CIRCUIT COURT WASHINGTON COURTY

Peck Wilkinson Terry Harbaugh Richard Young Sr. Ralph Bu

John Douglas

Sylvester Zeiger	ERK OF THE CIRCUIT COURT WASHINGTON COUNTYRonnie Slusher - Dece ASCD
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Jerry Campbell	Bichard W. Trounger
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albert Hitzel gr.	Suther Driffith
Dennis Baker	Larry Brown Savry Brown
Pernis Japan	But Wilson
Kirk Dowler	Bob Wilson
Kirk Douille	Buf Silve
Harold Hovermale	Bud Rider
Hawley Hournale	Letins Bowles
James Breathwaite	Cletus Bowlus
fines Brathus	the HALLY SMILL
Charles Smith	Arthur Smith
Charles (Smill)	John St. Clair
Larry Gladhill	John St. Clair
Formy Horling	Movert Thomas
Gregory Harbaugh	Robert Thomas
Jus fantard	Ceorgo Tracy
Charles Hutzel 6214	George Tracy
Court Stevend	Walt Cline
Curt Stevenson	Walter Cline
1. New Harr	Laureny w Loshly &

Brent Hahn

Lawrence Lushbaugh

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 00908

प्रिष्ट्रमाण्ड्रणाम् क्षेत्रक्रमाण्ड्रणाम् Tand Taxation WASHINGTON CHILARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

LOYAL ORDER OF MENS RATS OF HAGERSTOWN,
MARYLAND, INCORPORATED

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

OF MARYLAND DECEMBER 14, 1992 AT 8:44 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

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D3551934

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: EARL BAKER P.O. BOX 536 MAUGANSVILLE

MD 21767

116C3061201

A 408921

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2459 2130



# Dr. Michael E. Anderson, D.D.S., P.C. (A Close Corporation)

#### ARTICLES OF INCORPORATION

FIRST: I, W. KENNEDY BOONE, III, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Dr. Michael E. Anderson, D.D.S., P.C.

THIRD: The purpose for which the Corporation is formed is to provide dental services to the public.

FOURTH: The post office address of the principal office of the Corporation in this State is 12821 Oak Hill Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State are Dr. Michael E. Anderson, D.D.S., 12821 Oak Hill Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name

is Dr. Michael E. Anderson, D.D.S.
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

23453293

APR 30 III 33 AH '93 LENN CU. WEAVER, CLERK

APPROVED FOR PAYMENT

3469 1489

12-10-92 at 9:00 a.m.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SEVENTH: The Corporation shall be a close

Corporation as authorized by Title IV of the Corporations and

Associations Article of the Annotated Code of Maryland, as

amended.

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of December, 1992, and I acknowledge the same to be my act.

W. Kennedy Boone, III Incorporator

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

I HEREBY CERTIFY, That on this  $9^{\text{LS}}$  day of December, 1992, before me, the subscriber, a Notary Pubic in and for the State and County aforesaid, personally appeared W. Kennedy Boone, III, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 5-14-94

2469 1491

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# 00046 00913 Department IN Sciecule 60 27 d Taxation

Room 809 301 West Preston Street Baltimore, Maryland 21201

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3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0 1		Cert. of Qual. or Reg. Foreign Name Registration	Change of Resident Agent Address
3	9	Certified Copy _3	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF DR. MICHAEL E. ANDERSON, D.D.S., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 10, 1992 AT OF MARYLAND DECEMBER 9:00 O'CLOCK A • M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

D3550902

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: W. KENNEDY BOONE, III WACHS, BOONE AND SCHUBEL, P.A. 138 WEST WASHINGTON STREET HAGERSTOWN MD 21740

11503061036

A 408772

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3489 1488



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### WASHINGTON COUNTY HOSPITAL ENDOWMENT FUND, INC.

# BOARD OF TRUSTEES' RESOLUTION DESIGNATING RESIDENT AGENT

RESOLVED: That effective as of November 24, 1992, the Resident Agent of the corporation in the State of Maryland be and he is hereby designated as Horace W. Murphy, whose post office address is 251 East Antietam Street, Hagerstown, Maryland 21740, and who is the resident of the State of Maryland.

RESOLVED: That the proper officers of the corporation be and they are hereby authorized and directed for and on behalf of the corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation and to do and perform any and all other necessary and proper acts incident thereto.

John J. McElwee, Jr., Assistant Secretary

STATE DEPARTMENT OF ASSESSMENTS

FILEB8321

APPROVED FOR RECORD

APR 30 11 33 AM '93

12-4-92 at 8:3-3 A . M. HALL CLIER 3458 2818

STORG H PM 8 53

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# 00046 00916

WASHINGTON COCHARTER DIVISIO

Room 80 301 West Preston Stre Baltimore, Maryland 2120

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31		Corp. Good Standing			•	
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS OF WASHINGTON COUNTY HOSPITAL ENDOWMENT FUND, INC.

APPROVED AND RECEIVED FOR	RECORD BY THE	STATE DEPARTME	NT OF ASSESSME	NTS AND	TAXATION
OF MARYLAND DECEMBER	4, 1992	AT 8:53	O,CTOCK	Α.	M. AS IN CONFORMITY
WITH LAW AND ORDERED RECOI	RDED.				
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:			SPECIAL FEE PAID:
\$	\$ _	10.00	BUILD	\$	
	_	D0515858			
			COUNTY		
TO THE CLERK OF THE COURT O	r	WASHINGTON	CUUNII		

MAILED JUN 3 1993

RETURN TO: MCGRORY AND SCHAEFER 152 W. WASHINGTON ST. HAGERTOWN

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MU 21741

OF ASSESS!

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT APPROVED FOR RECORD

ARTICLES OF INCORPORATION

OF

DREAM CATCHER, Inc.,

THIS IS TO CERTIFY:

'92 DEC 9 AM 8 36

FIRST: I, the undersigned, Effie C. Mundy, whose post office address is 11609 Deborah Drive, Potomac, Maryland 20854, and JoAnne M. Eichelberger, whose post office address is 16745 Spielman Road, Fairplay, Maryland 21733, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a Closed Corporation, under and by virtue of the General Laws of the State of Maryland.

A MARYLAND CORPORATION

SECOND: The name of the Corporation (which is hereinafter call the Corporation) is Dream Catcher, Inc.

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

The operation of a bed-and-breakfast inn and/or hotel located at 35 Cumberland Street, Clear Spring, Maryland 21722.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 35 Cumberland Street, Clear Maryland 21722. The name and post office address of the Reside! Agent of the Corporation in this State is

POOLE, \*A

23448129 27

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Mark Dale Mundy, 35 Cumberland Street, Clear Spring, Maryland 21722. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be 2, which number may be increased or deceased pursuant to the Bylaws of the Corporation, but shall never be less than one (1), UNLESS AND UNTIL such time as an election by the Corporation in its charter to have no Board of Directors becomes effective.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Effie C. Mundy and JoAnne M. Eichelberger.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this / St day of December , 1992.

al Wys

Effic C. Mundy

Johnne M. Eichelberger

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

I HEREBY CERTIFY that on this  $\int_{-\infty}^{\infty} \int_{-\infty}^{\infty} \int$ 

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 9-1-94

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

I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_\_\_, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOANNE M. EICHELBERGER, known to me (or satisfactorily proven) to be person whose name is subscribed to the aforegoing document, and who did acknowledge that the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Wy Commission Expires: 9-1-94 Notary Public

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY:

checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CLARWER SHINGTON WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

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14		Foreign LLC Supple			0 21710	)
		Other			- 07790	
OTAL						

ARTICLES OF INCORPORATION DREAM CATCHER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A. M. AS IN CONFORMITY OF MARYLAND DECEMBER 9, 1992 8:36 O'CLOCK AT WITH LAW AND ORDERED RECORDED.

ANIZATION AND IZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20.00	s20.00	\$
	D3550415	_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: HAGERSTOWN



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MARYLAND MININ

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# COMPORATION RECORDS ARTICLES OF INCORPORATION COUNTY

Pursuant to Maryland State Law, the undersigned individual Articles of Incorporation for the purpose of forming a corporation. If the option is avail laws of said state, the corporation elects to be treated and classified as a close corporation.  1. The name of the Corporation is:  Mason Dixon Press, Inc.  2. The complete street address and county of the Corporation's initial registered office,	lable under the
<ol> <li>The name of the Corporation is:</li></ol>	n.
2. The complete street address and county of the Corporation's initial registered office,	
2. The complete street address and county of the Corporation's initial registered office,	
2. The complete street address and county of the Corporation's initial registered office,	840a.
2. The complete street address and county of the Corporation's initial registered office,	
AND the complete street address and county of the Corporation's principle office, AND the complete street address and county of the Incorporator is	PO* PM
91 Western Maryland Parkway, Bay 3 Hagerstown Mary	state zip code
address	
County ofWashington	
3. The person named in this article (3), is at least 18 21 years of age, a director of the corplocated at the address found in number 2. above. This person is the initial registered a incorporator of the corporation, his/her name being:  Robert L. Moats	agent, AND the
4. The corporation is authorized to issue one thousand (1000) shares of no par value, comidentical rights and privileges, the transfer of which is restricted according to the Bylaw rights to acquire additional shares are neither limited or denied. No shares have been is number of shares proposed to be initially issued is, and the total conreceived for those shares is \$	ssued. The total asideration to be
5. The Corporation is organized for profit, with perpetual duration, beginning when these a The corporation may engage in the transaction of any lawful business permitted by Sta primary purpose of the corporation being: Printing	articles are filed.  ate Law with the
<ul> <li>6. No Director shall be held liable to the corporation or its shareholders for monetary dar breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misco actions.</li> <li>7. The name(s) and address(es) of the Board of Directors, consisting of indicates</li> </ul>	mages due to a conduct, or illegal .
Robert L. Moats 18807 Manor Church Rd. Boom	
Joel G. Cicero 76 W. Main St. Apt.6 Waynes	sboro, PA 17268
Joel G. Cicero 76 W. Main St. Apt.6 Waynes 23458	
	371 ersigned incorporator

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# CLERK OF THE CIRCUIT COURT Departmental Taxation. CHARTER DIVISION

00046 00924

Room 809 301 West Preston Street Baltimore, Maryland 21201

#		P.A Religiou	s Close Stock Nonstock
Mergin (Trans	g sferor)		Surviving (Transferee)
CODE	AMOUNT	FEE REMITTED	
10 20 61 62	36 20 20	Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	(New Name)
63 64 65 66 52 50		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address
13 56 54 53 73		Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76		Certificate of Merger/Transfer	
75 80 83 84 85		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnershi	CODE
21 22 23 31 NA 87		Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing	
71 600		Property Reports andlate filing penalties Change of P.O., R.A. or R.A.A.	MAIL TO ADDRESS:
91 99 98 97 96 94		Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental	91 Western Md Parkway Bay3  t) Hagerstam Ml 2174
92 —— TOTAL		LLC Good Standing (short Other	t) Hagerstain MXX/14
FEES		Check Cash	NOTE:
	Doc	uments on checks	경소설명 (2년11)

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF MASON DIXON PRESS, INC.

APPROVED AND RECEIVED FOR RE	CORE	BY THE	STATE D	EPARTMENT	OF ASSESSMEN	TS AND	TAXATION
OF MARYLAND DECEMBER	9,	1992	AT	8:42	O'CLOCK	Α.	M. AS IN CONFORMIT
WITH LAW AND ORDERED RECORDI	E <b>D</b> .						

ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID: SPECIAL FEE PAID: 20.00 20.00

D3550043

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: ROBERT L. MOATS
91 WESTERN MARYLAND PARKWAY BAY 3 HAGERSTOWN MD 21740

11403060900

A 408652

OF ASSESSING MARYLAND MINING

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY SHOW KIDS, INC. AND TAXATION ARTICLES OF INCORPORATION

APPROVED FOR RECORDA Charitable and Not-for-Profit 12-08-92 12:13 .... Corporation

FIRST: I, Brenda S. Cauffman , whose post office address is 7148 Wheeler Road, Boonsboro, Md., being at least eighteen (18) years of age, am hereby forming a corporation under and by wirtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Washington County Show Kids, Inc..

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in APR 30 11 33 AH '93

LENGT. WEAVER, CLERK

3468 1455

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (Or the corresponding provision of any future United States Internal Revenue Law).
- (c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:
- (1) To educate children in the art of individual and group dance, to provide forums for the exhibition of their skills before the public, to provide artistic presentations utilizing children, to develop artistic expression of children through dance and to

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

encourage children to present their artistic expression to others;

- (2) To encourage local community interest and involvement in the education and development of artistic expression of children through dance; and
- (3) To encourage and provide an organized system of volunteer services for the education and development of artistic expression of children through dance.

FOURTH: The post office address of the principal office of the Corporation in this State is 7148 Wheeler Road, Boonsboro, Maryland 21793. The name and post office address of the Resident Agent of the Corporation in this State are Brenda S. Cauffman, 7148 Wheeler Road, Boonsboro, Maryland 21793. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are Brenda S. Cauffman, Kristy Hughes and Nicole Reese.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

"charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 39 day of October, 1992, and I acknowledge same to be my act.

WITNESS:

Dona & Rumon

Rende S. Cauffman

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

On this <u>39</u> day of October, 1992, before me the undersigned officer, personally appeared Brenda S. Cauffman, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:

WILLIAM DONALD SCHAEFER Gövernor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



00046 00931

Department of Assessments and Taxation
WASHINGTON COUNTY OF VISION

301 West Preston Street Baltimore, Maryland 21201

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0 20	Organ. & Capitalization		
1 20	Rec. Fee (Arts. of Inc.)		
2	Rec. Fee (Amendment)		
3	Rec. Fee (Merger, Consol.)		
4	Rec. Fee (Transfer)		
5	Rec. Fee (Dissolution)	Change	
6	Rec. Fee (Revival)		of Principal Office
	Foreign Qualification		of Resident Agent
	Cert. of Qual. or Reg.		of Resident Agent
1	Foreign Name Registration	Address	
3 5	Certified Copy		tion of Resident Agent
	Penalty		tion of Resident Agent
4	For. Supplemental Cert.		ident Agent's Address
3	Foreign Resolution	Other	Change
	Certificate of Conveyance		
6	Certificate of Merger/Transfer		
5	Special Fee		
	For. Limited Partnership		
3	Cert. Limited Partnership	CODE	
4	Amendment to Limited Partnership		
5	Termination of Limited Partnership		
1	Recordation Tax		
2	State Transfer Tax	ATTENTION:_	
3	Local Transfer Tax		
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	Foreign Corp. Registration		
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7	LLC Cancellation	, ,	1 / 2 / 10
6	Reg. Foreign LLC	1769815t	Wayland Ave
4	Foreign LLC Supplemental	/ /	7
2	LLC Good Standing (short)		
	Other		
OTAL 70			
EE3	Check Cash	NOTE:	

APPROVED BY:

Tage 1460

00046 00932 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY SHOW KIDS, INC.

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

OF MARYLAND DECEMBER 8, 1992 AT 12:13 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

\$ \_\_\_\_\_

D3549243

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 5 1993

RETURN TO: TIM DAVIS 1023 A MARYLAND AVE. HAGERSTOWN

MD 21740

113C3060783

7460 1554

**A** 408546

MARYLA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### CORPORATION RECORDS

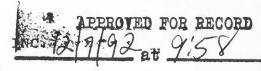
### 00046 00933

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLE OF INCORPORATION TATE DEPARTMENT OF ASSESSMENT AND TAXATION

OF

THE NEW DUTCH KITCHEN,



This is to certify that: MARY FRAN JEFFERIES, whose address is 20120 Teakwood Drive, Hagerstown, Maryland 21742, and Merle D. Holland, who address is 20119 Teakwood Drive, Hagerstown, Maryland, 21742, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE NEW DUTCH KITCHEN, INC.

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

- (1) To engage in conduct and carry on the commercial, retail restaurant/tavern business of buying, selling, bartering and trading food, groceries and beverages for that purpose. The Corporation shall prepare, serve food and beverages to the general public which shall include private parties, meetings and other individuals and/or groups at the Corporation's business site. At the sole option of the Corporation, it may supply all services, goods, equipment parts and merchandise in connection with same.
- (2) To do anything permitted by Section 2-103 of the Corporations and EAssociations Article of the Annotated Code of Maryland, as amended from time to time.

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EENNIC . WEAVER, CLERK

EDNNIC I. WEAVER, CLERI

23428690

SNYDER & ATTOMETS
POOLE, 14

FORTH: The post office address of the principal office of the Corporation in this State is 12 East Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the corporation in this State is MARY FRAN JEFFERIES, whose address is 20120 Teakwood Drive, Hagerstown, Maryland 21742. Said Resident Agent is actually residing in this State.

FIFTH: The total amount of the authorized capital Stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into Ten Thousand (10,000) shares of the par value of Ten Dollars and 00/100 Cents (\$10.00) each.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than two (2).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: MARY FRAN JEFFERIES and MERLE D. HOLLAND.

seventh: The duration of the Corporation shall perpetual.

IN WITNESS WHEREOF, I have signed these Articles Incorporation this and of morale, 1992, and I acknowledge the same to be my act.

Margant Julyer

3467 2208

3466 2996

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 29 day of Nountied, 1992, the above-named MARY FRAN JEFFERIES, personally appeared before me and made oath in due form of law that the matters and facts set forth in the aforegoing Agreement with respect to the Article of Incorporation of The New Portal Vital Transfer to the Article of Incorporation of The New Dutch Kitchen, Inc. are true and correct as therein stated and acknowledged that the said Agreement is in fact her voluntary act and deed and that she has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

margant of Sluyer (SEAL)

My Commission Expires: 6/1/96

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on the 24 day of Normal, 1992, the above-named MERLE D. HOLLAND, personally appeared before me and made oath in due form of law that the matters and facts set forth in the aforegoing Agreement with respect to the Article of Incorporation of The New Dutch Kitchen, Inc., are true and correct as therein stated and acknowledged that the said Agreement is in fact his voluntary act and deed and that he has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

Margarit of Sluyer (SEAL)

My Commission Expires: 6/1/96

3487 2209

3d56 - 2257

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_

'LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





Department of Assessments and Taxation CLERK OF THE CARCILL COUNTY DIVISION WASHINGTON COUNTY PAGE 200

Room 809 301 West Preston Street Baltimore, Maryland 21201

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		Rec. Fee (Revival)		Change of Principal Office
		Foreign Qualification		Change of Resident Agent
		Cert. of Qual. or Reg.	-	Change of Resident Agent
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		Certified Copy	-	Resignation of Resident Agent
		Penalty .	_	Designation of Resident Agent
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION THE NEW DUTCH KITCHEN, INC.

APPROVED AN	D RECEIVED FOR RE	CORD BY THE STATE DE	PARTMENT OF ASSESSMENT	IS AND TAXATION
OF MARYLAND	DECEMBER	7, 1992 AT	9:58 O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	O ORDERED RECORD	ED.		
ORGANIZATION A		RECOR FEE P		SPECIAL FEE PAID:
	20.00		20.00	

D3548021

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> MAILED RETURN TO: SNYDER & POOLE 28 JONATHAN STREET HAGERSTOWN

MD 21740



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RECORDED IN THE RECORDS OF THE

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STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS
STATE DEPARTMENT OF ASSESSMENT

00046 00938

APPROVED FOR RECORD SPORTSTERS, INC. A Non-Profet Charitable Corporation,

#### ARTICLES OF AMENDMENT

Maryland Sportsters, Inc., a Maryland Corporation (hereinafter referred to as the "CORPORATION"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "DEPARTMENT"), that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Article THIRD and by substituting in lieu thereof the following:

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to seld convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend-the income therefrom for any of the before-mentioned

APR 30 | 33 AH '93

ESANC . WEAVER, CLERK

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more os such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such defined in Article NINTH of these Articles Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding of any future United States Internal Revenue Law).
- (c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

sub-paragraphs (a) and (b) of the Article THIRD are the following:

(d) The organization and conduct of a softball team providing recreation and fellowship for the members of the team. That the name of the Corporation, (hereinafter referred to as the Corporation) is:

#### MARYLAND SPORTSTERS, INC.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Article NINTH and by substituting in lieu thereof the following:

"NINTH: In these Articles of Incorporation,

(1) References to "charitable organizations" or "charitable organization" mean corporations, trust, funds, foundations, or community chests created or organized in the United States or in any of this possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(4) of the Internal Revenue Code of

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purpose within the meaning of the terms used in Section 501(c)(4) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

THIRD: The Board of Directors of the Corporation duly advised of the Corporation the foregoing Amendments and the (members duly approved said Amendments.

IN WITNESS WHEREOF, I have signed these ARticles of Amendment this Well day of November, 1992, and I ackowledge the same to be my act.

WITNESS:

DENNIS WAYNE HOLTZ

MARYLAND SPORTSTERS, INC.

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this Art day of Movemble, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DENNIS WAYNE HOLTZ and acknowledged the aforegoing Articles of Amendment to be his act and deed.

WITNESS my hand and Notarial Seal.

My Commission Expires: g - (g - 9)

ujaine M. Maffett

Notary Public

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#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON - Administrator

PS



## 00046 00943

Department of Assessments and Taxation WASHINGTON COMARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

3466 0543

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Documents on

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT MARYLAND SPORTSTERS, INC.

APPROVED AND	RECEIVED FOR REC	ORD	BY THE S	STATE D	EPARTMENT (	OF ASSESSM	ENTS	AND	TAXATION	
OF MARYLAND	DECEMBER	1,	1992	AT	8:58	O'CLOCK		A -	M. AS IN CONFORMIT	۲,
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TO THE CLERK	OF THE COURT OF			WASH	INGTON C	OUNTY				

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

MALED JUNG 1993

RETURN TO: STEPHEN GLESSNER 224 E. PATRICK ST. FREDERICK

MD 21701

MARYLAND MINING

TO THE CLERK OF THE COURT OF

A 407995

107C3060194

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

## CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

ARTICLES OF VOLUNTARY DISSOLUTION

OF H & M HOLDING COMPANY APPROVED FOR RECORD 92at 8:32

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 81 West Washington Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

> Lynn F. Meyers 82 West Washington Street Hagerstown, MD 21740

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

SE 8 MIG 25 MIN 26.

Helen M. Benchoff 12208 Charmian Road Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr. c/o J. Martin Benchoff, Sr. 12514 Old Route 16 Waynesboro, PA 17268

David A. Burkholder 1905 Market Square Blvd. Waynesboro, PA 17268

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

> Helen M. Benchoff, President 12208 Charmian Road Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr. Vice President c/o J. Martin Benchoff, Sr. 12514 Old Route 16 Waynesboro, PA 17268

David A. Burkholder 1905 Market Square Blvd. Waynesboro, PA 17268 Secretary/Treasurer

FILED

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CENNIS J. WEAVER, CLERK

3465 0911

NOITAXAT & C.

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized and directed by the holders of all the issued and outstanding stock of the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the Corporation, including taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, H & M Holding Company, a Maryland corporation, has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this  $\frac{21\text{st}}{}$  day of  $\frac{}{}$  1992.

Attest to Signature and Corporate Seal:

Secretary

H & M HOLDING COMPANY

By: Hole M. Benchoff

President

COMMONWEALTH OF PENNSYLVANIA, COUNTY OF FRANKLIN , TO-Wit:

I HEREBY CERTIFY, That on this 21st day of Sept. A.D. 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Helen M. Benchoff, who acknowledged herself to be President of H & M Holding Company, and that she as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained by signing the name of said corporation by herself as its President.

Witness my hand and official Notarial Seal.

My Commission Expires: 1/28/96

Notary Public

Notarial Seel Judy E. Wilson, Notary Public Waymestono Boro, Frankin County My Commission Expires Jan. 29, 1996

Member, Pennsylvania Association of Notaries

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

COMMONWEALTH OF PENNSYLVANIA, COUNTY OF FRANKLIN, TO-Wit:

I HEREBY CERTIFY, That on this 21st day of Sept. A.D. 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David A. Burkholder, who made oath in due form of law that he was the Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

1/28/96

Notary Public

My Commission Expires:

Notarial Seal Judy E. Wison, Notary Public Waynesboro Boro, Franklin County My Commission Expires Jan. 28, 1996

Member, Pennsylvania Association of Notaries

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

## COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

#### GENERAL ACCOUNTING DIVISION

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

ARNOLD G. HOLZ, CPA,

Dear Sir/Madam:

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

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

H & M HOLDING COMPANY

have been paid.

COT/GAD-409

WITNESS my had and official seal this

6TH day of

AUGUST

A.D. 1992 .

DEPUTY COMPTROLLER COMPTROLLER OF THE TREASURY

AUG 1 0 1992

MY TELEPHONE NUMBER IS:

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

AN EQUAL OPPORTUNITY EMPLOYER

Batt Data

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## 00046 00949

Department be Assessment axation WASHINGTON COHNETER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

#D21307		Surviving
Merging (Transferor) _		
		(Transferee)
CODE AMOUNT	FEE REMITTED	
CODE AMOUNT		
10		(New Name)
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62	Rec. Fee (Amendment)	
63	Rec. Fee (Merger, Consol.)	
64	Rec. Fee (Transfer)	
65 20	Rec. Fee (Dissolution)	Change of Name
66 <u> </u>	Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
50	Cert. of Qual. or Reg.	Change of Resident Agent
51	Foreign Name Registration	Address
50 51 13 56	Certified Copy	Resignation of Resident Agent
56	Penalty	Designation of Resident Agent
54 <u> </u>	For. Supplemental Cert. Foreign Resolution	and Resident Agent's Address Other Change
73	Certificate of Conveyance	Other change
76	Certificate of Merger/Transfer	
75 30	Special Foo	
80	Special Fee For. Limited Partnership	
83	Cert. Limited Partnership	CODE
84	Amendment to Limited Partnership	
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21 22	Recordation Tax State Transfer Tax	ATTENTION: Lynn F.
22 23	Local Transfer Tax	ATTENTION:
	Corp. Good Standing	meyers, Esq.
31	Foreign Corp. Registration	
87 71	Limited Part. Good Standi	ng
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	Property Reports and	
	late filing penalties .	
70	Change of P.O., R.A. or R.A.A.	By young + Show
91	Amend/Cancellation, For. Limited Art. of Organization (LLC)	raic.
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APPROVED	BY: M	7465 09

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
H & M HOLDING COMPANY

APPROVED AND RECEIVED	FOR RECORD E	Y THE STATE DEPARTME	NT OF ASSESSMENTS	AND TAXATION
-----------------------	--------------	----------------------	-------------------	--------------

OF MARYLAND NOVEMBER 25, 1992 AT 8:32 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

•

20-00

30.00

D2130748

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LYNN F. MEYERS, ESQUIRE
P.O. BOX 1267
HAGERSTOWN MD 2174

MD 21741 1267

104C3062325

A 407655

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS STATE DI

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

To Be Recorded At The Maryland State Department Of Assessments And Taxation

ARTICLES OF MERGER

Merging

GREENWALD ENTERPRISES, INC., A Delaware Corporation

Into

Into

GREENWALD ENTERTAINMENT SOFTWARE, INC. And Changing Its Name To GREENWALD ENTERPRISES, INC.

ARTICLES OF MERGER entered into this 16th day of November, 1992 by and between GREENWALD ENTERPRISES, INC., a Delaware corporation (hereafter, "GE-DE"), and GREENWALD ENTERTAINMENT SOFTWARE, INC., a Maryland corporation (hereafter, "GES-MD").

#### THIS IS TO CERTIFY:

FIRST: GE-DE and GES-MD agree that GE-DE shall be merged into GES-MD. The terms and conditions of such merger (hereafter, the "MERGER"), the mode of carrying the MERGER into effect, and the treatment of the issued and unissued capital stock of GE-DE pursuant to Section 3-103 of the Corporations and Associations Article of the Annotated Code of Maryland, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are GREENWALD ENTERPRISES, INC., a Delaware corporation, a wholly-owned subsidiary of GES-MD, with its principal place of business in Hagerstown, Washington County, Maryland, and GREENWALD ENTERTAINMENT

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TENNIS .. WEAVER, CLERK

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SOFTWARE, INC., a Maryland corporation having its principal place of business in Hagerstown, Washington County, Maryland.

THIRD: GE-DE was incorporated under the general laws of the State of Delaware on July 10, 1984 and was qualified to transact business in the State of Maryland on November 21, 1988.

FOURTH: GES-MD shall survive the MERGER and shall continue in existence after the MERGER under the name of "Greenwald Enterprises, Inc."

TIFTH: The address of the principal office of GES-MD in the State of Maryland is 29 North Prospect Street, Hagerstown, Washington County, Maryland 21740, and the name and post office address of the resident agent of GES-MD in the State of Maryland, service of process upon whom shall bind such corporation in any action, suit or proceeding pending at the time of the filing of these Articles of Merger or thereafter instituted or filed against it, are Richard M. Greenwald, 29 North Prospect Street, Hagerstown, Maryland 21740.

SIXTH: GE-DE and GES-MD own no interest in land.

authorized, and approved by all members of the Board of Directors and Shareholders of GES-MD by a Joint Informal Action by Unanimous Written Consent of the Boards of Directors and Shareholders dated November 16, 1992, and thus the MERGER was advised, authorized, and approved by GES-MD in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said corporation.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the MERGER was duly advised, authorized, and approved by all members of the Board of Directors and Shareholders of GE-DE by a Joint Informal Action by Unanimous Written Consent dated November  $\frac{1}{2}$ , 1992, and thus the MERGER was advised, authorized, and approved by GE-DE in the manner and by the vote required by the laws of the state of Delaware and by the Certificate of Incorporation and By-Laws of said corporation.

NINTH: The Articles of Incorporation of GES-MD as in effect immediately prior to the effective date of the MERGER shall be and remain the Articles of Incorporation of GES-MD, as the surviving corporation, following the MERGER but shall be amended as follows:

On the effective date of the MERGER, the Articles of Incorporation of GES-MD shall be amended by deleting ARTICLE TWO in its entirety and substituting the following in lieu thereof:

ARTICLE TWO: The name of the Corporation (hereafter, the "Corporation") is "Greenwald Enterprises, Inc."

The By-Laws of GES-MD as in effect immediately prior to the MERGER shall be and remain the By-Laws of GES-MD, as the surviving corporation, following the MERGER without amendment or change until the same shall thereafter be altered, amended, or repealed in accordance with law, GES-MD'S Articles of Incorporation, and such By-Laws.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

TENTH: GES-MD has authority to issue one hundred thousand (100,000) shares of Common Stock par value One Cent (\$.01) per share, consisting of forty thousand (40,000) shares of Voting Common Stock, par value One Cent (\$.01) per share, and sixty thousand (60,000) shares of Non-Voting Common Stock, par value One Cent (\$.01) per share, with all shares of Common Stock having an aggregate par value of One Thousand Dollars (\$1,000.00) (hereafter, the "GES-MD COMMON STOCK").

ELEVENTH: GE-DE has authority to issue eleven thousand (11,000) shares of Common Stock par value of One Cent (\$.01) per share, consisting of ten thousand (10,000) shares of Non-Redeemable Common Stock, par value One Cent (\$.01) per share, and one thousand (1,000) shares of Redeemable Common Stock, par value One Cent (\$.01) per share, with all shares of Common Stock having an aggregate par value of One Hundred Ten Dollars (\$110.00) (hereafter, the "GE-DE COMMON STOCK").

TWELFTH: As of the effective date of the MERGER, each share of GE-DE COMMON STOCK which remains unissued, if any, shall be cancelled and each share of GE-DE COMMON STOCK which is issued and outstanding shall be cancelled without payment of any consideration therefor. After the MERGER shall have become effective, each share of GES-MD COMMON STOCK which is issued and outstanding immediately prior to the effective date of the MERGER shall remain issued and outstanding.

THIRTEENTH: Upon the effective date of the MERGER, GES-MD, without further action, as provided by the laws of the State

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of Maryland, shall succeed to, possess and enjoy all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of GE-DE; all debts due to GE-DE on whatever account and all and every interest and asset of or belonging to GE-DE shall pass to GES-MD and shall be taken and deemed to be transferred to and vested in GES-MD as effectually as if they were vested in GE-DE without further act or deed; title to any real estate vested by deed or otherwise in GE-DE shall pass to GES-MD and shall not revert or be in any way impaired by reason of the MERGER; all liens upon property of GE-DE shall be preserved unimpaired; all debts, obligations, liabilities, and duties of GE-DE shall thenceforth attach to GES-MD and may be enforced against GES-MD, and GES-MD shall thenceforth be responsible and liable therefor to the same extent as if such debts, obligations, liabilities, and duties had originally been incurred or contracted by it; any claim existing or action or proceeding pending by or against GE-DE may be prosecuted as if the MERGER had not taken place, or GES-MD may be substituted in place of GE-DE; and from time to time after the effective date of the MERGER, the last acting officers of GE-DE may, in the names of GE-DE execute and deliver all such proper deeds, assignments, and other instruments as GES-MD may deem necessary or desirable in order to vest, perfect, or confirm GES-MD'S title to and possession of all of GE-DE'S property, rights, privileges, powers, immunities, and franchises and otherwise to carry out the purposes of these Articles of Merger.

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTEENTH: The MERGER proved for by these Articles of Merger shall become effective on the close of business on the date that these Articles of Merger are filed with the Maryland State Department of Assessments and Taxation or the date the Agreement of Merger is filed with the Delaware Secretary of State, whichever shall occur later.

IN WITNESS WHEREOF, GREENWALD ENTERPRISES, INC., a Delaware corporation, and GREENWALD ENTERTAINMENT SOFTWARE, INC., a Maryland corporation, the corporations parties to the MERGER, have caused these Articles of Merger to be signed in their respective corporate names on their behalf by their respective presidents and witnessed or attested by their respective secretaries as of the 64 day of November, 1992.

ATTEST:

GREENWALD ENTERPRISES, INC., A Delaware Corporation

Melvin C. Greenwald, Secretary By: Kirkun M Kenury (SEA)
Richard M. Greenwald,

President

ATTEST:

GREENWALD ENTERTAINMENT SOFTWARE, INC., A Maryland Corporation

Melvin C. Greenwald,

Secretary

Richard M. Greenwald,

President

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, President of GREENWALD ENTERPRISES, INC., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Richard M. Greenwald,

President

THE UNDERSIGNED, President of GREENWALD ENTERTAINMENT SOFTWARE, INC., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Richard M. Greenwald,

President

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#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### 00006 00958 Taxation

Department of Assessments Canal Taxation WASHINGT OF CARTER DIVISION Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER

OF

GREENWALD ENTERPRISES, INC.

(A DE CORP.)

INTO

GREENWALD ENTERTAINMENT SOFTWARE, INC.

(A MD CORP.)

SURVIVOR

CHANGING ITS NAME TO: GREENWALD ENTERPRISES, INC.

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

OF MARYLAND NOVEMBER

23, 1992 AT

9:33 O'CLOCK

A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FFF PAID

\$\_\_\_\_\_

20.00

\$ \_\_\_\_

D2190361

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

104C3062312

A 407642

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 70.65 03.44



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 00046 00960

CORPORATION RECORDS

ORDS // 1/92 at /// A GLERK OF THE CIRCUIT COURTY WASHINGTON COUNTY WASHINGTON COUNTY, MARYLAND, INC.

ARTICLES OF REVIVAL

Title 3, Subtitle 508-509-510 of

"CORPORATIONS AND ASSOCIATES ARTICLE" OF

THE ANNOTATED CODE OF MARYLAND

Big Brothers of Washington County, Maryland, Inc., a
Maryland Corporation, having its principal office in Hagerstown,
Washington County, Maryland, (hereinafter referred to as the
"Corporation"), hereby certifies to the STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The Charter of the Corporation was forfeited on October 3, 1980, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 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 Big Brothers of Washington County, Maryland, Inc.

THIRD: The name by which the Corporation will hereafter be known is Big Brothers/Big Sisters of Washington County, Maryland, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 16 West Franklin Street, Hagerstown Maryland 21740.

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## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Robert A. McKee, 16 West Franklin Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

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

- (a) Paid all fees required by law;
- (b) Filed an annual report 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 interest and penalties which, 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.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 5th day of November, 1992.

ATTEST:

BIG BROTHERS/BIG SISTERS OF WASHINGTON COUNTY, MARYLAND, INC.

Pamela S. Nause BY: Circlia X. K. Secretary By: President

STATE OF MARYLAND, County of Washington, ss:

I HEREBY CERTIFY, that on this 5th day of November, 1992, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Cynthia Perini, the last acting President and Pamela Hause, the last acting Secretary of Big Brothers/Big Sisters of Washington County, Maryland, Inc., 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.

My Commission Expires:

6/1/96

Notary Public

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: HW



Department of Assessments and Taxation CLERK OF THE CLEAR FOR THE CLEAR TERMINATION WASHING FOR COUNTY

Room 809 reston Street yland 21201

LLOYD W. JONES Director  PAUL B. ANDERSON Administrator		301 West Pr Baltimore, Mary
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		Rec. Fee (Transfer)	
5	_	Rec. Fee (Dissolution)	Change of Name
6	20	Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent Address
1		Foreign Name Registration	Resignation of Resident Agent
3		Certified Copy Penalty	Designation of Resident Agent
6 4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
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30		For. Limited Partnership	
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22	-	Local Transfer Tax	ATTENTION:
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE ARTICLES OF REVIVAL OF BIG BROTHERS OF WASHINGTON COUNTY, MARYLAND, INC. CHANGING ITS NAME TO: BIG BROTHERS/BIG SISTERS OF WASHINGTON COUNTY, MARYLAND, INC.

APPROVED AND	RECEIVED FOR RE	CORD BY THE STATE DE	EPARTMENT OF	ASSESSMENT	S AND TAXATION
OF MARYLAND	NOVEMBER	24, 1992 AT	11:14	O'CLOCK	A . M. AS IN CONFORMITY
WITH LAW AND O	DRDERED RECORD	ED.			
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RECORDING FEE PAID:

20.00

D0349720

TO THE CLERK OF THE COURT OF

ORGANIZATION AND CAPITALIZATION FEE PAID:

WASHINGTON COUNTY

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

MAILED JUN 3 1993

RETURN TO: BIG BROTHERS OF WASHINGTON COUNTY 16 W. FRANKLIN STREET MD 21740 HAGERSTOWN

104C3062282

SPECIAL FEE PAID:

10.00

A 407615

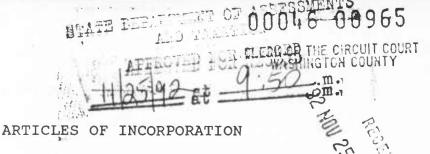
RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS



OF

CARL W. DISQUE, P.C., A Maryland Corporation

FIRST: I, Carl W. Disque, whose post office address is 1108 Fry Avenue, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Carl W. Disque, P.C.

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

- (1) To engage in the general practice of law in the State of Maryland.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporation Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post address of the principal office of the Corporation in this State is: 105 West Franklin Street, Hagerstown, Maryland 21740.

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#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The name and post office address of the Resident Agent of the Corporation in this State are Carl W. Disque, 1108 Fry Avenue, Hagerstown, Maryland 2142. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Carl W. Disque.

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

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

## CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.
- 2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.
- 3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 4. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:
  - (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation

	IN	WI	TNESS	WHEREO	F, I	ha	ave	signed	th	ese	Articles	of
Incor	por	ati	on th	nis	23		day	of	N	over	uber	
1992,	and	d I	ackno	owledge	same	to	be m	y act	and	deed	A.	

Carl W. Disque

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 3 day of Notary Public in and for the State and County aforesaid, personally appeared Carl W. Disque, known to me (or satisfactorily proven) to be the person whose name is subscribed herein, and who did acknowledge the aforegoing instrument to be his voluntary act and deed for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 9-1-94

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## 00046 00970

Department of Assessments and Faxation
WASHINGTON METRAPHOTON

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CARL W. DISQUE, P.C.

APPROVED AND	RECEIVED FOR RE	CORD BY THE STATE DE	PARTMENT OF ASSESSMENT	IS AND TAXATION
OF MARYLAND	NOVEMBER	25, 1992 AT	9:50 O'CLOCK	A . M. AS IN CONFORMIT
WITH LAW AND	ORDERED RECORD	ED.		

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

\$ \_\_\_\_\_

D3542198

TO THE CLERK OF THE COURT OF

#### WASHINGTON COUNTY

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

JUN 0 3 1993 MAILED

RETURN TO:
CARL W. DISQUE
1108 FRY AVE.
HAGERSTOWN

MD 21742

OF ASSESSIVE)

ACTS

MARYLA

MARYLA

104C3062195

A 407543

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY



M. R. Hardware, Inc. (A Close Corporation)

#### ARTICLES OF INCORPORATION

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is M. R. Hardware, Inc.

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 51 East Main Street, Hancock, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

FILED

STATE DEPARTMENT OF ASSESSMENTS

MAY 9 3 01 AH '93

TENNIC . WEAVER, CLERK

1-21-93 at 8.22 Am. 3021812480 2628

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Roy S. Burch, Jr.

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

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter

THE PROPERTY OF

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of January, 1993, and I acknowledge the same to be my act.

Scott L. Schubel Incorporator

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

I HEREBY CERTIFY, That on this day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Bubna Snoots
Notary Public

My Commission Expires: 5-14-94

3.00

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES



### 00046 00975

Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

PAUL Adminis	B. ANDERSOI	The state of the s		Baltimore, Maryland 21201
	MENT CODE	DZ BUSINESS CON P.A Religiou	1	Close Stock Nonstock
Mergi (Tran	ing nsferor) _		Surviving (Transfer	ee)
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76 75		Certificate of Merger/Transfer Special Fee		
80		For. Limited Partnership		
83		Cert. Limited Partnership	COE	E
84		Amendment to Limited Partnership		
85		Termination of Limited Partnershi	р	1
21		Recordation Tax		10. H & 1. 1 0 0
22		State Transfer Tax	ATT	ENTION: DOTT J. Schubel
23		Local Transfer Tax		
31		Corp. Good Standing		
NA		Foreign Corp. Registration		

Limited Part. Good Standing 71 Financial 600 Personal Property Reports and \_ late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. 70 91 Art. of Organization (LLC) LLC Amend, Diss, Continuation 98 LLC Cancellation 97 Reg. Foreign LLC 96 94 Foreign LLC Supplemental 92 \_ LLC Good Standing (short) Other

TOTAL FEES

49

∠ Check

\_ checks

\_\_\_ Cash

NOTE:

3490 2631

APPROVED BY

Documents on \_

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
M. R. HARDWARE, INC.

APPROVED AND RECEIVED FOR	R RECORD	BY THE	STATE	DEPARTMENT OF	ASSESSMENTS	AND	TAXATION
OF MARYLAND JANUARY	21,	1993	AT	8:22	O'CLOCK	A -	M. AS IN CONFORMITY
WITH LAW AND ORDERED RECO	ORDED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

20.00

RECORDING FEE PAID: SPECIAL FEE PAID:

s\_\_\_\_\_20.00

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03578903

TO THE CLERK OF THE COURT OF

HASHINGTON COUNTY

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

MAILED JUN 1 D 1993

RETURN TO: SCOTT L. SCHUBEL 138 W. WASHINGTON ST. HAGERSTOWN

MD 21740



144C3065394 A 412805

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7,727 227

AND TAXATION OF MARYLAND IN LIBER FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION 00046 00977

CORPORATION RECORDS APPROVED FOR RECORD CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY WASHINGTON COUNTY

AUTOMATION SECURITY & SURVEILLANCE, INC.

ORGANIZED PURSUANT TO TITLE FOUR OF THE FOR 8 33

#### ARTICLES OF INCORPORATION

<u>FIRST</u>: I, Robert Emmett Reidy, whose post office address is 4657A John Draper Road, Smithsburg, Maryland, 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Automation Security & Surveillance, Inc.

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

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

- 1. To sale, install and service automatic security systems and burglary devices.
- 2. To apply for, obtain, purchase, or otherwise acquire, any licenses, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, and develop said licenses, and to sell and otherwise deal with said licenses.
- 3. To purchase, lease and otherwise acquire, hold, own, most carpy 3 dispose of, pledge and encumber any and all kinds of property traceal, personal, tangible, intangible and mixed, both

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

within and without this State.

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

FIFTH: The post office address of the principal office of the Corporation is in this State is 4657A John Draper Road, Smithsburg, Maryland 21783. The name and post office address of the Resident agent of the Corporation in this State is Robert Emmett Reidy, 4657A John Draper Road, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

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

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

#### EIGHTH:

- 1. As used in this Article EIGHTH, any word or words that are defined in Section 2-148 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- 2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection after a proceeding to the fullest extent permitted by and in accordance

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

with the Indemnification Section.

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

IN WITNESS WHEREOF, I have signed these Articles of

3481-2622-3480 1816

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

2Incorporation, this 204h day of 3unuary, 1992, and I acknowledge the same to by my act and deed.

WITNESS:

Malalan

ROBERT EMMETT REIDY

2481 2555

WILLIAM DONALD SCHAEFER

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator Q.M.



CLERK OF THE CIRCUIT COURT Department of dissessments and Taxation CHARTER DIVISION

> Room 809 301 West Preston Street Baltimore, Maryland 21201

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62		Rec. Fee (Amendment)					
63		Rec. Fee (Merger, Consol.)					
64		Rec. Fee (Transfer)		Ohana	No		
65 66		Rec. Fee (Dissolution) Rec. Fee (Revival)			ge of Na	me incipal O	ffice
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF AUTOMATION SECURITY & SURVEILLANCE, INC.

APPROVED	AND	RECEIVED FOR	RECORD	BY THE S	TATE	DEPARTMENT	OF	ASSESSMENTS	AND	TAXATION
OF MARYL	AND	JANUARY	21,	1993	AT	8:30		O'CLOCK	Α.	M. AS IN CONFORMITY
WITH LAW	AND (	ORDERED RECO	RDED.							

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3576584

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1995

RETURN TO: DAVID R. CALLAHAN, ATTORNEY 15 NORTH COURT STREET FREDERICK MD 21701

14203065216

A 412628

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

Tegn 1913



AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

UNANIMOUS CONSENT TO ACTION AS AND FOR A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF 1 Das. RUMBARGER AND SCHIRO, P.A.

The undersigned, being the Directors of the above-named Corporation, hereby waive notice of the holding of a special meeting of the Board of Directors, and hereby consent to the adoption of the following resolutions to have the same force and effect as if adopted at a special meeting duly called and held on 1993.

RESOLVED, that the principal office of the Corporation be and it is hereby changed from 480 N. Potomac Street, Hagerstown, Maryland 21740 to 235 Mill Street, Suite 2, Hagerstown, Maryland 21740.

RESOLVED, that the post office address of the Resident Agent of the Corporation in this State be and it is hereby changed from 480 N. Potomac Street, Hagerstown, Maryland 21740 to 19305 Heritage Lane, Hagerstown, Maryland 21742.

RESOLVED, that the proper officers of the Corporation be and they are hereby directed and authorized for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

FURTHER RESOLVED, that all acts of the Board of Directors and of the Officers of the Corporation in furtherance of the Corporation's business, prior to this date, are hereby ratified, approved and confirmed.

IN WITNESS WHEREOF, We have signed this document of consent.

James A. Schiro, M.D.

Director

Director

Janes A. Schiro, M.D.

Director

Director

I, James A. Schiro, M.D., as President of Drs. Rumbarger and Schiro, P.A. certify under penalty of perjury that to the best of my knowledge, information and belief the foregoing resolutions are true and accurate in all material and respects.

30208287

FILED

James A. Schiro, M.D.

President

OF ASSESSMENT'S

AND TAXATION

SERVIC. WEAVER, SLERK PPROVED FOR RECORD

BY:

1:30 P.m.

3457 5305

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Departification CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	MENT CODE	BUSINESS	CODE	COUNTY //
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CODE	AMOUNT	FEE REMITTED		
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76		Certificate of Merger/Transfer		
75 80 83 84 85		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnershi Termination of Limited Partners		CODE
21 22 23 31 NA 87 71		Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stan Financial		ATTENTION:
70 91 99 98 97 96 94 92	\$10.00	Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limit Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC SupplementalLC Good Standing (sho	ed Part	Hairpetro & Gralins P.  920 Providence Coas  Forson, M. Q. 21204
	\$10.00	Other		NOTE: 3481 2308
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE OF DRS. RUMBARGER AND SCHIRO, P.A.

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

OF MARYLAND JANUARY

20, 1993 AT

1:30 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FFF PAID:

s \_\_\_\_\_10.00

\$\_\_\_\_

D3420551

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO:
GIAMPETRO & TRALINS, PC
920 PROVIDENCE RD.
TOWSON MD

MD 21204

OF ASSESSIVE TO MARYLA DO MARYLA DO

141C3065147

A 412563

RECORDED IN THE RECORDS OF THE

T420 1440

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN EIBER, FOLIO.

### CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF STATE DEPARTMENT OF ASSESSMENTS
40 WEST MOTORS, INC. AND TAXATION

APPROVED FOR RECORD

THIS IS TO CERTIFY:

11893 at 12:15 m

FIRST: We, the undersigned, THOMAS M. LACY, whose post office address is 14121 Mann Lane, Hagerstown, Maryland 21740, and KEVIN J. GLASSIC, whose post office address is 10499 Balmoral Place, New Market, Maryland 21774, each being at least eighteen (18) 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: 40 West Motors, Inc.

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

To sell used automobiles to the general publicand/or to generally operate a used-car dealership, and to buy, sell, trade and/or repair used automobiles incidental to maintaining an inventory of road-worthy used automobiles for sale to the general public.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 350 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Thomas M. Lacy, 14121 Mann Lane, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FILED

FIFTH: The total number of shares of stock which the Corporation has a control of the corpor

May 19 3 02 AH 193

CENNIC D. WEAVER, CLERK

30188718480 1217

QUE, P.C. AT LAW In Street .land 21740

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of directors of the Corporation shall be 3, which number may be increased or deceased pursuant to the Bylaws of the Corporation, PROVIDED, HOWEVER, THAT:

- A. If there is no stock outstanding, the number of directors may be less than three (3), but not less than one (1); and
- B. If there is stock outstanding and so long as there as less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Thomas M. Lacy and Kevin J. Glassic.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of January, 1993.

Callet Je

Thomas M. Lacy

Kevin J. Glassic

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

I HEREBY CERTIFY that on this 1st day of January, 1993, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared THOMAS M. LACY. known to me (or satisfactorily proven) to be person whose name is subscribed to the aforegoing document, and who did acknowledge that the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 9-1-94

3431 300

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 1st day of January, 1993, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared KEVIN J. GLASSIC, known to me (or satisfactorily proven) to be person whose name is subscribed to the aforegoing document, and who did acknowledge that the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 91-94

3481 2105

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY: \_



## ASSESSMENT CHIRA Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ergir	ng		Surviv			
Trans	sferor) _		(Trans	feree)		
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2		Evendited Fee	(Nov. N	ama)		
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1	9)0	Rec. Fee (Arts. of Inc.)				
2		Rec. Fee (Amendment)				
3		Rec. Fee (Merger, Consol.)				
4		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)	_		of Name	
5		Rec. Fee (Revival)			of Principal	
2		Foreign Qualification Cert. of Qual. or Reg.			of Resident Ag	_
,		Foreign Name Registration	_	Address		gent
3	9	Certified Copy			tion of Reside	ent Agent
3		Penalty			tion of Reside	
1		For. Supplemental Cert.			ident Agent's	
3		Foreign Resolution		Other	Change	
3		Certificate of Conveyance				
5		Certificate of Merger/Transfer				
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00046 00990 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
40 WEST MOTORS, INC.

APPROVED AND	RECEIVED FOR F	RECORD BY THE STATE I	DEPARTMENT O	F ASSESSMEN	TS AND TAXATION
OF MARYLAND	JANUARY	18, 1993 AT	12:15	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.			

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

20.00

\$ \_\_\_\_\_

D3575883

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO: CARL W. DISQUE, ESQ. 105 W. FRANKLIN ST. HAGERSTOWN

MD 21740



141C3065103 A 412528

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3480 1235

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

### .00046 00991

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 3

#### ROLL-TO-U OIL & LUBRICATION, INC. ARTICLES OF INCORPORATION

FIRST: I, Wallace J. Cox, Jr., whose post office address is 1868 Abbey Lane, Hagerstown, Maryland 21740, being at least 10 8 eighteen (18) years of age, hereby form a corporation under and 35 by virtue of the General Laws of the State of Maryland.

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

#### ROLL-TO-U OIL & LUBRICATION, INC.

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

- To engage in the oil change and lubrication business, and to provide services related to the same; and to engage in any other lawful purpose and/or business.
- To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1868 Abbey Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Wallace J. Cox, Jr., 1868 Abbey Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

- If there is no stock outstanding, the number of Directors may be less than (3), but not less than (1); and
- If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

Wallace J. Cox, Jr. Juanita Carol Cox

May 19 3 02 AH '93 30218167 3481 1950

TENNIC J. WEAVER, CLERK

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

- (2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- (3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance, with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of \_\_\_\_\_\_\_, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

Wallace S. Co

(SEAL)

3491 1950

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

9.M.



### 00046 00994

Depenment of Assessments and Taxation WASHINGTON COUNTY TER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DE AMOUNT	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	(New Name)
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	Cert. of Qual. or Reg.	Change of Resident Agent Change of Resident Agent
	Foreign Name Registration	Address
	Certified Copy	Resignation of Resident Agent
	Penalty	Designation of Resident Agent
	For. Supplemental Cert.	and Resident Agent's Address
	Foreign Resolution	Other Change
	Certificate of Conveyance	
	Certificate of Merger/Transfer	
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APPROVED	14	14 days

00046 00995

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ROLL-TO-U OIL & LUBRICATION, INC.

OF MARYLAND JANUARY 11, 1993 AT 8:36 O'CLO	EK A • M. AS IN CONFORMI

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND	
CARLTALIZATION: FFF DAID	

RECORDING FEE PAID: SPECIAL

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s 20.00

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D3575560

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1995

RETURN TO:
CLAIR BAKER
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

141C3065071

A 412503

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7/27 117

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



### 00046 00996 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION CORPORATION REGISTRATION COURT WASHINGTON COUNTY APPROVED FOR RECORD ARTICLES OF INCORPORATION Options Unlimited Incorporated A Close Corporation under Title 4 The undersigned, Kimberly Andras, whose address is Three Christina Centre, 201 N. Walnut 1. Street, Wilmington DE 19801, being at least eighteen years of age, does hereby form a corporation under the general laws of the state of Maryland. The name of the corporation, hereinafter called the Corporation is Options Unlimited 11. Incorporated. III. The Corporation shall be a Close Corporation as authorized by Title 4. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the General corporation law of Maryland. The address of the principal business office of the corporation is 915 Queen Anne's Court; Hagerstown MD 21740. The name and address of the registered agent of the Corporation in the state of Maryland is Thomas C. Roberts at 17521 Shenandoah Ct., Ashton MD 20861. The registered agent is a citizen of the state of Maryland and actually resides therein.

- The total number of shares of stock which the Corporation has the authority to issue is 1000 VI. shares of common stock at no par value.
- After the completion of the organizational meeting of the directors and the issuance of one VII. or more shares of stock of the corporation, the Corporation shall have a Board of Directors. There shall be five directors. The name and address of the director is:
  - P. Walter Harris, Willie J. Hope, Jr., Lena Boger, Jeff Frazier, and Gary Small, all of 1544 East-West Hwy; Silver Spring MD 20910
- The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act on the 11th day of January, 1993.

Andry Mus

FILEDE 8 60 STAMPSO

301982131 1864

MAY 19 3 02 AH "93

LENNICU WEAVER, CLERK

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Javation CHARTER DIVISION

00046 00997

Room 809 301 West Preston Street Baltimore, Maryland 21201

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3	Rec. Fee (Merger, Consol.)	
4	Rec. Fee (Transfer)	
5	Rec. Fee (Dissolution)	Change of Name
6	Rec. Fee (Revival)	Change of Principal Office
0	Foreign Qualification Cert. of Qual. or Reg.	Change of Resident Agent Change of Resident Agent
1	Foreign Name Registration	Address
3	Certified Copy	Resignation of Resident Agent
6	Penalty	Designation of Resident Agent
4	For. Supplemental Cert.	and Resident Agent's Address
3	Foreign Resolution Certificate of Conveyance	Other Change
6	Certificate of Merger/Transfer	
5	Special Fee	
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3	Cert. Limited Partnership	CODE
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5	Termination of Limited Partnership	
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Α	Foreign Corp. Registration	
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	late filing penalties .	MATE TO ADDRESS.
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
OPTIONS UNLIMITED INCORPORATED

APPROVED AND	RECEIVED FOR R	ECORD B	Y THE S	TATE D	EPARTMENT O	F ASSESSMEN	TS AND TAXATION	
OF MARYLAND	JANUARY	19,	1993	AT	8:35	O'CLOCK	A • M. AS IN CONFORM	IT
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MAILED JUN 1 D 1993

RETURN TO: KIMBERLY ANDRAS
THE CCMPANY CORPCRATION
201 N. WALNUT STREET
WILMINGTON DE 19801

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

OF ASSESS IN THE PROPERTY OF MARYLAND

TO THE CLERK OF THE COURT OF

14103065051

A 412483

RECORDED IN THE RECORDS OF THE

5450 CERT

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

### ARTICLES OF INCORPORATION SONGWOOD BED & BREAKFAST, INC



#### THIS IS TO CERTIFY:

FIRST: I, the undersigned, Carol E. Miller, whose post office address is 13049 Lanes Run Road, Big Pool, MD 21711; being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Songwood Bed & Breakfast, Inc.

THIRD: The purposes for which the Corporation is formed are as follows: To operate a bed and breakfast facility.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 13049 Lanes Run Road, Big Pool, MD 21711. The name and post office address of the Resident Agent of the Corporation in this State is Carol E. Miller, 13049 Lanes Run Road, Big Pool, MD 21711. Said resident agent is a citizen actually residing in this State.

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

is 1000 shares of no par value.

May 19 3 02 AH '93

TENNIC J. WEAVER, CLERK

NYDER

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

- A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and
- B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carol E. Miller.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_7\_\_ day of \_\_\_\_\_\_, 1993.

Dancy & Hair

Carol E. Miller

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

I HEREBY CERTIFY, that on this \_\_\_\_ day of \_\_\_\_\_\_, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Carol E. Miller and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

3494-1817

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator

APPROVED BY:



### 00046 01001

Department of Assessments and Taxation WASHII CHARDER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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4		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Chan	ge of Name	
5		Rec. Fee (Revival)	_		ge of Principa	Office
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5		Special Fee				
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4		Amendment to Limited Partnership				
5		Termination of Limited Partnership				
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF SONGWOOD BED & BREAKFAST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS	APPROVED AND RECEIVED FOR	R RECORD BY THE STATE	DEPARTMENT OF	ASSESSMENTS AND TAXATION
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18, 1993 AT OF MARYLAND JANUARY 8:27 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

20.00

20.00

D3575271

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO: G. E. CHIP SNYDER, JR., ATTORNEY 28 JONATHAN STREET HAGERSTOWN MD 21740

14103065042

A 412474

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS 46 0100 TATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT | APPROVED FOR RECORD WASHINGTON COUNTY | 18 93 8:11

ARTICLES OF ORGANIZATION
OF
L-IBERTY KNOLLS FARM, LLC

#### THIS IS TO CERTIFY:

FIRST: We, the undersigned, Maureen G. Emswiler and Charles E. Emswiler, whose post office address is 10702 Mapleville Road, Hagerstown, MD 21742; being at least twenty-one (21) years of age, do hereby associate ourselves as organizers with the intention of forming a Limited Liability Company under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Limited Liability Company (which is hereinafter called the LLC) is Liberty Knolls Farm, LLC.

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

To breed and raise Clydesdale horses.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

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

The aforegoing enumeration of the purposes, objects and business of the LLC is made in furtherance, and not in limitation of the powers conferred upon the LLC 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 LLC.

FOURTH: The post office address of the principal office of the LLC in this State is 10702 Mapleville Road, Hagerstown, MD 21742. The name and post office address of the Resident Agent of the LLC in this State is Charles E. Emswiler, 10702 Mapleville Road, Hagerstown, MD 21742. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the LLC has authority to issue is one thousand (1,000) shares of no par value.

FILED

MAY 19 3 03 AH "93

LENNIC L. WEAVER, CLERK

ELANCE D. WERVER! CLERK

30183183

SNYDER

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The number of directors of the LLC shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the LLC, but shall never be less than three (3); provided that:

- A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and
- B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Maureen G. Emswiler and Charles E. Emswiler.

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

EIGHTH: Unless sooner terminated, the LLC shall continue until the close of business thirty (30) years from the date set forth below and be a Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization this 3 day of 1993.

Many & Hois

Maureen G. Emswiler

Dancy & Hon

Charles E. Emswiler

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

I HEREBY CERTIFY, that on this day of day of the State and County aforesaid, personally appeared Maureen G. Emswiler and acknowledged the execution of the aforegoing Articles of Organization to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

3480 0204

一方はないましている。

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

1 HEREBY CERTIFY, that on this \_\_\_\_\_\_\_\_, day of \_\_\_\_\_\_\_\_\_\_, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles E. Emswiler and acknowledged the execution of the aforegoing Articles of Organization to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-92,

- Seat to the S.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



# Depart ASHIHUT ASSESSMENTS and Taxation CHARTER DIVISION

00046 01006

Room 809 301 West Preston Street Baltimore, Maryland 21201

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	Change of P.O., R.A.	or R.A.A.		an street
	Amend/Cancellation,		•	
50	Art. of Organization	(LLC)	11	
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	LLC Cancellation			21740
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	() ~ 7			
APPROVI	D BY:			

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION OF LIBERTY KNCLLS FARM, LLC.

						S AND TAXATION
OF MARYLAND	JANUARY	18,	1993 AT	8:11	O,CTOCK	▲ • M. AS IN CONFORMITY
WITH LAW AND O	RDERED RECORD	DED.				
ORGANIZATION AND CAPITALIZATION FEE PA			RECORD FEE PAI			SPECIAL FEE PAID:
\$			\$	50.00	_ \$	

W3574415

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: G. E. SNYDER, JR. 28 JONATHAN STREET HAGERSTOWN

MD 21740

OF ASSESS WITTER OF WARYLAND

A 412233

140C3064896

RECORDED IN THE RECORDS OF THE

E490 (020)

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### ARTICLES OF INCORPORATION

OF

BSDG, INC.

#### A CLOSE CORPORATION

1-13-93 1:56P

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Robert E. VanLaningham and Elizabeth J. VanLaningham, both of 19652 Spring Creek Road, Hagerstown, Maryland 21742, each being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter call the "Corporation") is BSDG, Inc.

THIRD: The Corporation is formed for the purpose of carrying on any lawful business, which may include the purpose of providing consultation services to the concrete masonry industry.

FOURTH: The address of the principal office of the Corporation is 19652 Spring Creek Road, Hagerstown, Maryland ✓ 21742.

FIFTH: The resident agent of the Corporation is Robert E. VanLaningham, whose address is 19652 Spring Creek Road, Hagerstown, Maryland 21742. The resident agent is a citizen of and resides in the State of Maryland.

SG T WH ST WERES.

MAY 19 3 03 AH "93"

1 LENNIC S. WEAVER, CLERK

3479 2559

# CLERK OF THE CHROUIT COURT WASHINGTON COUNTY

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, no par value per share, all of one class.

SEVENTH: The Corporation shall have a board of three (3) directors unless the number is increased or decreased in accordance with the bylaws of the Corporation. However, the number of directors shall never be less than the minimum number required by the Maryland General Corporation Laws. The initial directors are Robert E. VanLaningham, Elizabeth J. VanLaningham, and Diane L. Croson.

EIGHTH: (a) The Corporation reserves the rights to make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any shares of outstanding stock.

- (b) The board of directors of the Corporation may 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, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- (c) The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences,

# 00.046 01010

conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

NINTH: No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connections with such issuance.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders except as provided in Maryland Courts and Judicial Proceedings Code Annotated Section 5-349 and any subsequent amendments thereto.

ELEVENTH: The Corporation is elected a close corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 11 the day of January \_\_\_, 1993.

ELIZABETH J. VANLANINGHAM (SEAL)

WILLIAM DONALD SCHAEFER Covernor



### 00046 01011

Department of Assessmentured Taxation WASHINGTON COLARTER DIVISION

Directo PAUL	D W. JONES or B. ANDERSON istrator		. 301 West Preston Street Baltimore, Maryland 21201
	MENT CODE _	BUSINESS CO	DDE 03  COUNTY 7/  DUS Close Stock Nonstock
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CODE 10 20 61 62 63 64 65 66 52 50 51 13 56 54 53 73	AMOUNT	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration  Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76 75 80 83 84 85 21		Certificate of Merger/Transfer  Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax State Transfer Tax	

75	Special Fee	
80	 For. Limited Partnership	
83	Cert. Limited Partnership	CODE
84	Amendment to Limited Partnership	
85	Termination of Limited Partnership	
21	 Recordation Tax	
22	State Transfer Tax	ATTENTION:
23	Local Transfer Tax	
31	Corp. Good Standing	
NA	 Foreign Corp. Registration	
87	 Limited Part. Good Standing	
71	Financial	
600	Personal	
	Property Reports and	MAIL TO ADDRESS:
	late filing penalties .	C C \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
70	 Change of P.O., R.A. or R.A.A.	E. Suzan Miller
91	 Amend/Cancellation, For. Limited Part.	//
99	 Art. of Organization (LLC)	196 E. Main St
98	LLC Amend, Diss, Continuation	116 C. May St
97	LLC Cancellation	No + 1, 2/2, 10
96	Reg. Foreign LLC	Westminster, ma
94	 Foreign LLC Supplemental	2115
92	 LLC Good Standing (short)	2/1/2
	011	

TOTAL FEES

Check

\_ checks

Cash

NOTE:

3479 256

Documents on

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION BSDG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF A	ASSESSMENTS AND TAXATION
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JANUARY 13. 1993 AT 1:56 O'CLOCK P . M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

20.00

20.00

D3574043

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 10 1993

RETURN TO: E. SUZAN MILLER 196 E. MAIN ST. WESTMINSTER

MD 21157

13903064846

A 412179

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

R479 2558

AND TO VATION OF MARYLAND IN LIBER, FOLIO.



# CORPORATION RECORDS

00046 01013 STATE DEPARTMENT OF ASSESSMENTS

CLERK OF THE CINCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

MILCAR CONTRACTING CORP

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

3 JAN 5 AM 8 43 ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Carrie J. Cosner, of 1402
Hamilton Boulevard, Hagerstown, Maryland 21740, Milton N. Stamper, of 13822
Woodland Heights Drive, Hagerstown, Maryland 21740, and Herman F. Stamper of
369 Yorkshire Drive, Hagerstown, Maryland 21740, each being at least 21 years
of age, do hereby form a corporation under the general laws of the State of
Maryland.

- 2. <u>Name.</u> The name of the corporation, hereinafter called the Corporation, is Milcar Contracting Corp.
- 3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.
- 4. <u>Purposes.</u> The purposes for which the Corporation is formed are as follows:
- a) To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.
- b) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and FILED other buildings, private or public, of all kinds, and to sell or rent the

May 13 meg John Mart, grade, pave, and dedicate roads, streets, avenues,

3479 2071

BY: 301896



#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

- c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.
- 5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 14415 Greencastle Pike, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Carrie J. Cosner, 1402 Hamilton Boulevard, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.
- 6. <u>Capital Stock.</u> The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value, all of one class.
- 7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Carrie J. Cosner.
- 8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:
  - (I) President and Treasurer Carrie J. Cosner
  - (2) Secretary Herman F. Stamper

#### CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 9. Duration. The duration of the Corporation shall be perpetual.
- 10. <u>Capital</u>. The authorized capitalization of the Corporation shall be Five Hundred Thousand (\$500,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2441 day of Decenter, A.D., 1992.

WITNESS: Thenknaskoon	Cambosne	(SEAL)
Chustical Kons	Carrie J. Cosner	
	Milton N., Stamper	(SEAL)
Christias Kooro	Herman F. Stamper	(SEAL)

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

I HEREBY CERTIFY, That on this 24th day of Cember, A.D., 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Carrie J. Cosner, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires: July 1, 1994

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

I HEREBY CERTIFY, That on this Jyh day of Decimber, A.D., 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Milton N. Stamper, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Chustra Mica Notary Public

My Commission Expires: July 1, 1994

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

I HEREBY CERTIFY, That on this 24th day of Occube, A.D., 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Herman F. Stamper, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Mushias Keens

My Commission Expires: Luly 1, 1994

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

# THE MILCAR CONSTRUCTION CORPORATION

General Contractors

14415 Greencastle Pike / Hagerstown, Maryland 21740 / Telephone (301) 797-1800 Fax: (301) 797-8932

December 22, 1992

Department of Assessments & Taxation 301 West Preston Street Baltimore, Maryland 21201

Gentlemen:

The Milcar Construction Corporation does hereby consent to the use of the name Milcar Contracting Corp. by a new corporation being formed under that name.

Very truly yours,

THE MILCAR CONSTRUCTION CORPORATION

By Milton N. Stamper, President

MNS:jom

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY: \_



# 00046 01018

Department of Assessment and Taxation WASHINGTOKE DARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

#		BUSINESS CODE P.A Religious		Close	Stock	Nonstock
Mergi			urviving			
CODE	AMOUNT	FEE REMITTED				
10	20	Expedited Fee (	New Name	)		
20	20	Organ. & Capitalization				
61	20	Rec. Fee (Arts. of Inc.)	_			
62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger, Consol.)				
64		Rec. Fee (Transfer)		Ohana	o of Name	
65 66		Rec. Fee (Dissolution) Rec. Fee (Revival)			e of Name e of Princip	al Offica
52		Foreign Qualification			e of Residen	
50		Cert. of Qual. or Reg.		_	e of Residen	_
51		Foreign Name Registration		Addre		
13		Certified Copy		Resig	nation of Re	sident Agent
56		Penalty			nation of Re	
54		For. Supplemental Cert.			esident Agen	
53		Foreign Resolution		_ Othe	r Change	
73		Certificate of Conveyance		-		
76		Certificate of Merger/Transfer				
75		Special Fee				
80		For. Limited Partnership				
83		Cert. Limited Partnership	COL	DE		
84		Amendment to Limited Partnership				
85		Termination of Limited Partnership				
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22		State Transfer Tax Local Transfer Tax	Al	LENITON	•	
31		Corp. Good Standing				
NA		Foreign Corp. Registration				
87		Limited Part. Good Standing	9			
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91		Amend/Cancellation, For. Limited			10.00118	
99		Art. of Organization (LLC)	/1	,	, 26	01
98		LLC Amend, Diss, Continuation	12	O Alox	4Th Ocom	wst
97		LLC Cancellation		//		,, 7,7,7
96		Reg. Foreign LLC	7	1600	slaur, 111	1 21740
94		Foreign LLC Supplemental	(			
92		OtherLC Good Standing (short)				
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00046 01019 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF MILCAR CONTRACTING CORP.

APPROVED AND	RECEIVED FOR RE	CORD BY	THE STATE DE	PARTMENT O	F ASSESSMI	ENTS A	ND TAXATION
OF MARYLAND	JANUARY	18,	1993 AT	8:58	O'CLOCK		<b>A</b> • M. AS IN CONFORMI
WITH LAW AND C	ORDERED RECORD	ED.					
ORGANIZATION AND CAPITALIZATION FEE P.		-	RECOR FEE P/				SPECIAL FEE PAID:
s2	0.00		\$	20.00	-	\$	A-14-34-6-0-0-1
			D357	3011			
TO THE CLERK O	F THE COURT OF		WASH	INGTON	COUNTY		

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALE INDORSEMENTS THEREON. HAS

BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 1 0 1993 RETURN TO: ROBERT B. STONE 120 NORTH POTOMAC ST.

HAGERSTOWN MD 21740

138C3064751

A 412090

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

MARYLAND MINING

3479 2070

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENTS CLERK OF THE CIRCUIT COURT AND TAXATION

APPROVED FOR RECORD

1-11-93 at 8:25 A.m.

'93 JAN 11 AM 8 25

THE COLONIAL FOUNDATION, L.C.

#### ARTICLES OF ORGANIZATION

I, JAMES D. JOHNSON, JR., whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a limited liability company.

FIRST: The name of the limited liability company is THE COLONIAL FOUNDATION, L.C.

SECOND: The latest date on which The Colonial Foundation, L.C. is to dissolve is December 31, 2050.

THIRD: The purpose for which The Colonial Foundation, L.C. is formed is to acquire, renovate, lease and sell commercial real estate and to engage in any other lawful purpose or business.

FOURTH: The address of the principal office of The Colonial Foundation, L.C. in the State of Maryland is 14500 Byers Road, Hagerstown (Washington County), Maryland 21742. The name and address of the Resident Agent of The Colonial Foundation, L.C. is Paul A. Perini, 14500 Byers Road, Hagerstown, Maryland 21742.

IN WITNESS WHEREOF, I hereby acknowledge these Articles of & th day of January, 1993. Organization to be my act this WITNESS:

EILED

EENNEL WEAVER, CLERK

Johnson, Jr.

CLERK OF THE CINCUIT COURT WASHINGTON COUNTY

The undersigned, James D. Johnson, Jr., hereby acknowledges these Articles of Organization are his act and states that under the penalties of perjury, the matters and facts set forth herein are true and correct in all material respects to the best of his knowledge, information and belief.

James D. Johnson, Jr

- 2 -

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



# CLERX OF THE CIRCUIT COURT Department of CASSESSMENTS and Taxation **CHARTER DIVISION**

00046 01022

**Room 809** 301 West Preston Street Baltimore, Maryland 21201

ergi Tran			Surviving (Transferee)
	7		
DDE	AMOUNT	FEE REMITTED	
)		Expedited Fee	(New Name)
		Organ. & Capitalization	, ron frame)
1		Rec. Fee (Arts. of Inc.)	
2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
}		Rec. Fee (Transfer)	
		Rec. Fee (Dissolution)	Change of Name
		Rec. Fee (Revival)	Change of Principal Office
		Foreign Qualification	Change of Resident Agent
		Cert. of Qual. or Reg. Foreign Name Registration	Change of Resident Agent Address
		Certified Copy	
		Penalty	Resignation of Resident Agent Designation of Resident Agent
		For. Supplemental Cert.	and Resident Agent's Address
		Foreign Resolution	Other Change
		Certificate of Conveyance	
		0-4161-4-611	
		Certificate of Merger/Transfer	
		Special Fee	
		For. Limited Partnership	
		Cert. Limited Partnership	CODE
		Amendment to Limited Partnership	CODE
		Termination of Limited Partnership	
		Recordation Tax	A - # /
		State Transfer Tax	ATTENTION: James D. Johnson
		Local Transfer Tax	A
		Corp. Good Standing	42.
		Foreign Corp. Registration	$\mathcal{O}$
		Limited Part. Good Standing	9
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		Property Reports and	MATI TO ADDRESS.
		late filing penalties	MAIL TO ADDRESS: YOUR NATICES
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	50	Art. of Organization (LLC)	2
		LLC Amend, Diss, Continuation	Profesional association
		LLC Cancellation	
		Reg. Foreign LLC	135 West washington
		Foreign LLC Supplemental	1+ (11) 7 2
		Other LLC Good Standing (short)	Street Hugarton, Mary
-		Other	- 2176
AL			-
S		$\epsilon_{n}$	
		Check Cash	NOTE:
		Casii	NOTE:

00046 01023 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION OF THE COLONIAL FOUNDATION, L.C.

APPROVED AND RECEIVED	FOR RECORD BY	THE STATE DEPARTMENT O	F ASSESSMENTS	AND TAXATION
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JANUARY OF MARYLAND

11, 1993 AT 8:25 O'CLOCK

**A** • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

SPECIAL FEE PAID:

50.00

W3571924

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 U 1993

13703064525

RETURN TO: JAMES D. JOHNSON, JR. JAMES D. JUHNSON, 2... 138 WEST WASHINGTON ST. MD 21740 HAGERSTOWN

A 411901

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

EARS DIGS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



#### **CORPORATION RECORDS**

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

T. R. SUTTON ENTERPRISES THE EPARTMENT OF ASSESSMENTS A MARYLAND CLOSE CORPORATION AND TAXATION

ARTICLES OF AMENDMENT APPROVED FOR RECORD

1-12-93 at 8:470.m.

T. R. Sutton Enterprises, Inc., a Maryland corporation, having its principal office at 520 Park Lane, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by adding thereto the following new Article NINTH:

"NINTH: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article SIXTH and by substituting in lieu thereof the following:

"SIXTH: The Corporation shall have no Board of Directors."

THIRD: The Articles of Incorporation of the Corporation are hereby amended by deleting from Article SEVENTH all references to "the Directors" or the "Board of Directors" and by substituting therefor "the Stockholders."

FOURTH: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article EIGHTH.

FIFTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with sections 2-505 and 4-201(b)(2)(ii) of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, T. R. Sutton Enterprises, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of paceinher is,81992, and its President acknowledges that

May 19 3 03 AH "93

CENNICO WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

these Articles of Amendment are the act and deed of T. R. Sutton Enterprises, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

T. R. Sutton Enterprises, Inc.

Dony & Juma, Secretary

By: 6 ma Q. Sutten)
Erma A. Sutton, President

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessment Grant Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

3478 2581

	ENT CODE		(	03,		COUNTY	71
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CODE	AMOUNT	FEE REMITTED					
10		Expedited Fee (Ne	ew Na	ame)			
20 61		Organ. & Capitalization Rec. Fee (Arts. of Inc.)					
62	20	Rec. Fee (Amendment)					
63		Rec. Fee (Merger, Consol.)					
64		Rec. Fee (Transfer)					
65		Rec. Fee (Dissolution)		Chang	ge of N	ame	
66		Rec. Fee (Revival)				rincipal 0	ffice
52		Foreign Qualification				esident Ag	
50		Cert. of Qual. or Reg.	_	Chang	e of R	esident Ag	ent
51		Foreign Name Registration		Addre			
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56		Penalty	_	Desig	nation	of Reside	nt Agent
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76		Certificate of Merger/Transfer					
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80		For. Limited Partnership			7		
83		Cert. Limited Partnership		CODE O	73		
84		Amendment to Limited Partnership					
85		Termination of Limited Partnership				,	
21		Recordation Tax			01	1	Bourna
22		State Transfer Tax		ATTENTION	: Ha	rull of	. Bourna
23		Local Transfer Tax					
31 NA		Corp. Good Standing Foreign Corp. Registration					
87	-	Limited Part. Good Standing					
71		Financial					
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		Property Reports and		MAIL TO A	DDRESS:		
		late filing penalties					
70		Change of P.O., R.A. or R.A.A.					
91		Amend/Cancellation, For. Limited Pa	irt.				
99		Art. of Organization (LLC)					
98 97		LLC Amend, Diss, Continuation					
96		LLC Cancellation Reg. Foreign LLC					
94		Foreign LLC Supplemental					
92		LLC Good Standing (short)					
		Other					
TAT::							
TOTAL FEES	20						
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		Cash		NOTE:			

checks

Documents on

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
T. R. SUTTON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR	RECORD BY THE STATE	DEPARTMENT OF	ASSESSMENTS A	AND TAXATION
AFFRUVED AND RECEIVED FOR	KECOKO DI THE SIMIE	DELAKIMENT OF	UDDEDDIMENTO	THE TAXALLOIS

OF MARYLAND JANUARY

12, 1993 AT

8:47 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

D2656171

TO THE CLERK OF THE COURT OF

#### WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET L. BOWMAN
P O BOX 1267
HAGERSTOWN MD 2

MD 21741 1267

136C3064438

A 411823

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3472 25%

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

BTATE DEPARTMENT OF ASSESSMENTS 01028

AND TAXATION CLERK OF THE CIRCUIT COURT APPROVED FOR RECORD WASHINGTON COUNTY

1-12-93 at 847am.

EASTCOAST HARDWOOD VENEERS, INC., A MARYLAND CLOSE CORPORATION

#### ARTICLES OF AMENDMENT

Eastcoast Hardwood Veneers, Inc., a Maryland corporation, having its principal office at 246 Summit Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

<u>FIRST</u>: The Articles of Incorporation of the Corporation are hereby amended by inserting therein the following new Article SECOND:

"SECOND: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland."

SECOND: Articles SECOND, THIRD, FOURTH, FIFTH, SIXTH, SEVENTH and EIGHTH of the Articles of Incorporation of the Corporation are hereby amended so as to renumbered as Articles THIRD, FOURTH, FIFTH, SIXTH, SEVENTH, EIGHTH and NINTH, respectively.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with sections 2-505 and 4-201(b)(2)(ii) of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Eastcoast Hardwood Veneers, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 29th day of December, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Eastcoast Hardwood Veneers, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to

FILED

May 19	3 D3 AH '93	La	8 Wu	77 NUT 20.
	WESVER, CLERK		0	

30128168-478 255

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY
the best of her knowledge, information and belief.

ATTEST:

Secretary

Eastcoast Hardwood Veneers, Inc.

President

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON " Administrator



## Taxation DIVISION

Room 809 eston Street land 21201

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55		Rec. Fee (Dissolution)		Change of	F Name	
66		Rec. Fee (Revival)			f Principal O	ffice
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# 00046 01031 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
EASTCOAST HARDWOOD VENEERS, INC.

APPROVED AND	RECEIVED FOR	RECORD	BY THE S	TATE I	DEPARTMENT C	OF ASSESSME	NTS A	ND TAXATION
OF MARYLAND	JANUARY	12,	1993	AT	8:47	O.CFOCK		A . M. AS IN CONFORMIT
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TO THE CLERK O	OF THE COURT O	F		WAS	HINGTON (	COUNTY		

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

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET L. BOWMAN
P O BOX 1267
HAGERSTOWN MD 21741 1267

136C3064437

A 411822



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7478 25%

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

00046 01032 CORPORATION RECORDS CLERK OF THE CIRCUIT CONTY STATE DEPARTMENT OF ASSESSMENTS AND TAXATION ARTICLES OF AMENDMENT APPROVED FOR RECORD WASHINGTON COUNTY COUNCIL ON ALCOHOLISM, INC. 1. The name of the corporation as stated in Article I, Section 1 of the Articles of Incorporation is amended to "THE WASHINGTON COUNTY COUNCIL ON ALCOHOLISM AND DRUG DEPENDENCY Incorporated 2. This amendment was approved by a majority of the entire board of directors. 3. There are no voting members of this non-stock corporation other than the directors. I ACKNOWLEDGE THAT THE AFOREGOING WAS THE ACT OF THE BOARD OF DIRECTORS OF THE WASHINGTON COUNTY COUNCIL ON ALCOHOLISM, INC., AT IT'S REGULARLY SCHEDULED BOARD OF DIRECTORS MEETING ON NOVEMBER 20, 1992. GREGORY HANNIGAN, President I HEREBY CERTIFY UNDER THE PENALTIES OF PERJURY THAT THE AFOREGOING IS TRUE AND CORRECT, AND THAT THE INFORMATION CONTAINED THEREIN IS BONA-FIDE, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF. BONNIE BEACHLEY, Secretary and Executive Director 8 12 8 HH 8 12 FILED 30068082 MAY 19 3 03 AH '93 LENNIS J. WEAVER, CLERK

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY:



# 00046 01033

Departited of Assessments and Taxation WASHINGT HARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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54		For. Supplemental Cert.			ident Agent's	
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76		Certificate of Merger/Transfer				
75		Special Fee				
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
WASHINGTON COUNTY COUNCIL ON ALCOHOLISM, INC.
CHANGING ITS NAME TO:
THE WASHINGTON COUNTY COUNCIL ON ALCOHOLISM AND
DRUG DEPENDENCY, INCORPORATED

APPROVED	AND	RECEIV	ED F	FOR	RECORD	BY	THE STATE	<b>DEPARTMENT</b>	OF	ASSESSMENTS AND TAX	ATION

OF MARYLAND JANUARY

6, 1993 AT

8:15 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$	\$ 20.00	\$
	D0215046	_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO:
WASH- CO- COUNCIL ON ALCOHOLISM
ATTN: J. GREGORY HANNIGAN
208 PROFESSIONAL ARTS BUILDING
5 PUBLIC SQUARE
HAGERSTOWN MD 21740

136C3064425

A 411811

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3478 294

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



AND TAXATION

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

DILLARD, INC.

(A Close Corporation)

CORPORATION RECORDS

FIRST: I, Douglas K. Thornton, whose post office address is c/o Stern & Kresslein, P.A., 1003 West Seventh Street, Suite 300, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

Dillard, Inc.

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

- (a) To engage in the business of selling, installing, repairing and maintaining glass store fronts and glass and metal structures of any kind or character.
- (b) To carry on the business described above and any other related or unrelated business and activity in the State of Maryland, in any state, territory, district, or dependency of the United States, or in any foreign country.
- (c) To do anything permitted in Section 2--103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is in Washington County at 1110 Silver Run Place, Knoxville, Maryland 21758. The name and post office address of the resident agent of the Corporation in this State is Douglas K. Thornton, Esquire, Stern & Kresslein, P.A., 1003 West Seventh Street, Suite 300, Frederick, Maryland 21701. This resident agent is an individual actually residing in this State.

 $\overline{\text{FIFTH}}$ : The total authorized capital stock of the Corporation is One Thousand (1,000) shares, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. So long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The name of the director who shall act as the director of the Corporation until the first annual meeting or until his successors is duly chosen and qualified Ronan Lipillard.

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TENNIC LI WEAVER, CLERK

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SEVENTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profitsharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

EIGHTH: No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the stockholders from time to time may determine.

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

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 11th day of January, 1993.

(SEAL)

Douglas K. Thornton, Esquire

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# 00046 01037

Room 809 301 West Preston Street Baltimore, Maryland 21201

Department of Astessinishis and Taxation WASHINGT CHARTER DIVISION

CODE AMOUNT FEE REMITTED  10 Expedited Fee (New Name 20 Organ. & Capitalization 61 Organ. & Capitalization 70 Rec. Fee (Arts. of Inc.) 71 Rec. Fee (Amendment) 72 Rec. Fee (Merger, Consol.) 73 Rec. Fee (Merger, Consol.) 74 Rec. Fee (Dissolution) 75 Rec. Fee (Dissolution) 75 Rec. Fee (Revival) 75 Rec. Fee (Re	ATTENTION: Douglas K. Chorn Equire  onal  MAIL TO ADDRESS: Law Office  Stern S. Kresslein, t
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF DILLARD, INC.

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE S	TATE DE	PARTMENT OF	ASSESSMENTS A	AND	TAXATION
OF MARYLAND	JANUARY	12,	1993	AT	10:05	O'CLOCK	Α.	M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	ED.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

20.00

20.00

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D3571213

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO:
DOUGLAS K. THORNTON
1003 WEST 7TH STREET, SUITE 300
FREDERICK MD 21701 4129

136C3064389

A 411779

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7479 774

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

00046 01039

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD 6-11-Bet 10:16 A.m

CORPORATION RECORDS Tidler & Associates, P. (A Close Corporation)

#### ARTICLES OF INCORPORATION

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Tidler & Associates, P.A.

THIRD: The purposes for which the Corporation is formed are to provide accounting services to the public and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 5 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Richard Burton Tidler, 13067 Independence Road, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
SIXTH: The Corporation elects to have no Board of
Directors. Until the election to have no Board of Directors
becomes effective, there shall be one (1) director, whose name
is Richard Burton Tidler.

SEVENTH: The Corporation shall be a close

Corporation as authorized by Title IV of the Corporations and

Associations Article of the Annotated Code of Maryland, as

amended.

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

- (2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.
- than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2/ day of December, 1992, and I acknowledge the same to be my act

Scott L. Schubel Incorporator

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

I HEREBY CERTIFY, That on this day of December, 1992, before me, the subscriber, a Notary Pubic in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Barbana A Snorts
Notary Public

My Commission Expires: 5-14-94

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY: \_

\_\_ checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

# Department of Assessment and Taxation CHARTER DIVISION

00046 01042

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TIDLER & ASSOCIATES, P.A.

APPROVED AND	RECEIVED FOR F	RECORD BY	THE STA	ATE DEF	ARTMENT (	OF ASSESSME	ENTS ANI	D TAXATION	
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IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

D3571122

WASHINGTON COUNTY

RETURN TO:
WACHS, BOONE & SCHUBEL, P.A.
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

136C3064380

A 411770



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7, 10 740

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# CORPORATION RECORDS

CLERK OF THE CHRCUIT COURT

WASHINGTON COUNTY

ARTICLES OF INCORPORATION VENT OF ASSESSMENT

AND TAXATION

G. W. DUVALL, INC.

APPROVED FOR RECORD

FIRST: I, Kenneth E. Kline, Jr., whose post office address is 1257 Dual Highway, Hagerstown, Maryland, 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is "G. W. DUVALL, INC."

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

- (1) To manufacture architectural metals; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 23 West Lee Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth E. Kline, Jr., 1257 Dual Highway, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), except that

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

FILED The name of the Director who shall act until the first annual meeting or until his successors are duly elected and have qualified is: Kenneth E. Kline, Jr.

May 19 3 04 AM '93

LENNIC J. WEAVER, CLERK

30138096, 1691

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# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

(2) The Corporation shall indemnify and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

# CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_ day of January, 1993, and I acknowledge the same to be my act.

WITNESS:

Panela S. Ambrose

Kenneth E. Kline Jr.

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

I HEREBY CERTIFY, That on this \_\_\_\_\_ day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth E. Kline, Jr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

Panula S. Ambrose

My Commission Expires:

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# 00046 01047 Depletices the second text Taxation WASHINGTON CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
G. W. DUVALL, INC.

APPROVED	AND	RECEIVED	FOR	RECORD	BY THE	STATE	DEPARTMENT	OF ASSESSMEN	NTS AND	TAXATION	
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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: KENNETH E. KLINE, JR. 1257 DUAL HIGHWAY HAGERSTOWN

MD 21740



136C3064256

A 411649

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3479 1690

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

### CORPORATION RECORDS

### 00046 01049

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

#### CORPORATE RESOLUTION

**FOR** 

TRI-STATE COMMUNITY HEALTH CENTER, INC.

RESOLVED: This 7 day of Necember , 1992, that the resident agent of the Corporation in the State of Maryland be and she is hereby changed from Mona True whose post office address is 282 West Main Street, Hancock, Maryland 21750, to Ralph Donnelly, whose post office address is 5246 Western Pike, Hancock, Maryland 21750, and who is a resident of the State of Maryland, and

RESOLOVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

Allene Downs, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
BY 93
Bt 9:59
Bt. 9

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WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# 00046 01050

Departure the CASSES ments and Taxation WASHINGTON COUNTRICE DIVISION

Room 805 301 West Presion Stree Baltimore, Maryland 21201

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64		Rec. Fee (Transfer)	Change of Name	
65		Rec. Fee (Dissolution)	Change of Prin	
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54		Penalty For. Supplemental Cert.		gent's Address
53		Foreign Resolution	Other change_	
73		Certificate of Conveyance	Or an extension of any or regarder done adjusted	
76 75 80 83 84 85 21 22 23 31 NA 87 71 600	\$10.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnersh Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stand Financial Pers Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Other	Ing MAIL TO ADDRESS:  Sonal 152/Just works  Part.	chreffer ton Sk
		Other		
TOTAL FEES	\$10.00			
		1 Check Cash	NOTE:	
	1 Docu	ments on1 checks		2477 1032

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS TRI-STATE COMMUNITY HEALTH CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 11, 1993 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED. ORGANIZATION AND CAPITALIZATION FEE PAID: RECORDING FEE PAID:

D2344661

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

10-00

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

> JUN 1 0 1993 MAILED

RETURN TO: MCGRORY AND SCHAEFFER 152 W. WASHINGTON ST. HAGERSTERN

A(I) 21740



13403064055

A 411487

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, EOLIO.

