

00046 00001

CLERK OF THE CIRCUIT COURT STATE DEPARTMENT OF ASSESSMENTS AND TAXATION WASHINGTON COUNTY

ARTICLES OF INCORPORATION APPROVED FOR RECORD

OF 5/15/92 at 8:47 .m.

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 forming a religious corporation.

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 a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of the Corporation shall be perpetual.

SIXTH

RECEIVED
'92 MAR 15 AM 8 07
STATE DEPT OF ASSESSMENTS & TAXATION

FILED 06 8 40 AM 23 APR 26 '92

21368067

Aug 10 12 46 PM '92
LENNIS J. WEAVER, CLERK
BY: _____

3418 2503

00046 00002

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

3418 2504

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 exclusively 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

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

00046 00005

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.

3418 2507

00046 00006

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, we have hereunto signed our names and affixed

our seals this *12th* day of *April*, A.D., 1992.

ATTEST:

Seth K. Schnebly (SEAL)
Seth K. Schnebly, Trustee

Jeffrey Metz (SEAL)
Jeffrey Metz, Trustee

Sonja Pereschuk (SEAL)
Sonja Pereschuk, Trustee

Daniel Secrest (SEAL)
Daniel Secrest, Trustee

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

I HEREBY CERTIFY, That on this *12th* day of *April*
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 foregoing Articles of Incorporation and acknowledged
that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Jonetta H. Davis
Notary Public

My Commission Expires: *April 1, 1996*

3418 2508

00046 00007

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Inc BUSINESS CODE 16 COUNTY 71
_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

76 _____ Certificate of Merger/Transfer

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

ATTENTION: Robert B. Stone, Esq.

MAIL TO ADDRESS: Miller + Stone
120 North Potomac Street
Hagerstown, MD
21740

TOTAL FEES 40

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3418 2509

00046 00008

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ST. PAUL'S UNITED CHURCH OF CHRIST

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 15, 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

\$

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.

MAILED SEP 17 1992
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 3418 2502

00046-00009

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

9

ARTICLES OF INCORPORATION
OF
COSTA ADVERTISING & ASSOCIATES, INC.

RECEIVED

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

FOURTH: The post office address of the principal office of the Corporation in this State is 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.

SNYDER & POOLE, ATTORNEYS AT LAW

FILED

AUG 10 12 46 PM '92

DENNIS J. WEAVER, CLERK

BY:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

21358368

3418 2421

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

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: 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 April, 1992.

Nancy E. Harris

Kathryn K. Costa
Kathryn K. Costa

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

I HEREBY CERTIFY, that on this 27 day of April, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kathryn K. Costa and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00011

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 02 BUSINESS CODE 03 COUNTY 21

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	_____ Other Change _____
56		Penalty	_____
54		For. Supplemental Cert.	_____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	Code _____
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>S.E. "Chip" Snyder, Jr.</u>
85		Termination of Limited Partnership	_____
21		Recordation Tax	MAIL TO ADDRESS: <u>Snyder & Poole, P.A., Attorneys at Law, 28 Jonathan Street Hagerstown, Md. 21740</u>
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 48

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: fam

3418 2427

00046 00012

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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: MAILED SEP 17 1992
G.E. CHIP SNYDER, JR.
SYNER & POOLE, P.A., ATTORNEYS
28 JONATHAN STREET
HAGERSTOWN MD 21740

225C3051630

A 390591



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2418 2420



Washington Square United Methodist Church

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

RECEIVED
MAY 8 AM 8 41
STATE DEPARTMENT OF ASSESSMENTS & TAXATION

TRUSTEE: signed Marshall W. Gallion Jr
typed Marshall W. Gallion, Jr.

TRUSTEE: signed Clifford M. Izer
typed Clifford M. Izer

TRUSTEE: signed David A. Hildebrand
typed David A. Hildebrand

TRUSTEE: signed Sharon A. Griffith
typed Sharon A. Griffith

Further, since our Resident Agent of Record has resigned, we designate 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 G. Dennis Thurston

FILED STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
Aug 10 12 47 PM 1992 at 4:41 P.M.

21298285

LENNIE J. WEAVER, CLERK
BY: _____

7418 1314

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 09A BUSINESS CODE 16 COUNTY 71
D0221523 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	<u>Washington Square United</u>
61	_____	Rec. Fee (Arts. of Inc.)	<u>Methodist Church of</u>
62	<u>20</u>	Rec. Fee (Amendment)	<u>Hagerstown</u>
63	_____	Rec. Fee (Merger or Consolidation)	<input type="checkbox"/> Change of Name
64	_____	Rec. Fee (Transfer)	<input type="checkbox"/> Change of Principal Office
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Resident Agent
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent Address
52	_____	Foreign Qualification	_____ Resignation of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Designation of Resident Agent and Resident Agent's Address
51	_____	Foreign Name Registration	_____ Other Change _____
13	<u>7</u>	<u>1</u> Certified Copy <u>1</u>	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Washington Square</u>
71	_____	Financial	<u>United Methodist</u>
600	_____	_____ Personal	<u>Church, 538</u>
	_____	Property Reports and late filing penalties	<u>Washington Ave</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Hagerstown, MD 21740</u>
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 27

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: Jm T

00046 00015

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
FEE PAID:

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:
WASHINGTON SQUARE UNITED
METHODIST CHURCH
538 WASHINGTON AVE.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

223C3051419

A 390388



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3418 1313

APPROVED FOR PAYMENT

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

5-6-92 at 8:32 a.m.

RECEIVED

ARTICLES OF INCORPORATION

'92 MAY 6 AM 8 32

OF

STATE DEPT. OF
ASSESSMENTS & TAXATION

EVERGREEN AUTO PARTS, INC.
(A Close Corporation)

P

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

FILED

AUG 10 2 47 PM '92
LENNIS J. WEAVER, CLERK
BY: _____

21278350 1719

00046 00017

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)
Howard W. Gilbert, Jr.

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.

Joanne Snyder
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
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>H. W. Gilbert</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: <u>Mackley,</u>
NA		Foreign Corp. Registration	<u>Gilbert & Marks</u>
87		_____ Limited Part. Good Standing	<u>Attorney at Law</u>
71		Financial	<u>35 East Washington</u>
600		_____ Personal	<u>Street</u>
		Property Reports and late filing penalties	<u>Hagerstown, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21740</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

00046 00019

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 ASSESSMENTS AND 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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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

MAILED SEP 17 1992

221C3051005

A 390183



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3417 1718

00046 00020

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

ARTICLES OF AMENDMENT

RECEIVED

'92 APR 31 AM 8 17

STATE DEPT. OF
ASSESSMENTS & TAXATION

Aryeh L. Herrera, M.D., P.A., a Maryland professional 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, Aryeh 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 28th day of April, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Aryeh L. Herrera, M.D., P.A. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ARYEH L. HERRERA, M.D.,

Cynthia J. Crider

BY:

Aryeh L. Herrera
Aryeh L. Herrera
President

Secretary

RECEIVED
APR 1 AM 8 26
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

5-1-92 at 8:26a .m.,

FILED
21228301

AUG 10 12 47 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

3417 1462



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

Ps.

DOCUMENT CODE 09 BUSINESS CODE 06 COUNTY 71
D331184 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>075</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

00046 00022

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 ASSESSMENTS AND TAXATION

OF MARYLAND MAY 1, 1992 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

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 1267
HAGERSTOWN MD 21741 1267

MAILED SEP 17 1992

220C3050961

A 390150



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

2417 1451

STONE & ROBINSON ENTERPRISES, INC.
A CLOSE CORPORATION

J

ARTICLES OF INCORPORATION

RECEIVED
MAY 4 AM 9 31
ASSESSMENTS DEPT. OF TAXATION

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

FILED

AUG 10 12 47 PM '92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CENNIS WEAVER, CLERK

APPROVED FOR PAYMENT

21258569 3417 0873

BY:

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

00046 00024

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 28th day of April, 1992.

WITNESS:

J Russell Robinson ----- Shawn W Robinson (SEAL)
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 foregoing Articles of Incorporation, and he acknowledged the signing of the foregoing Articles of Incorporation to be his voluntary act.

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

J Russell Robinson -----
Notary Public

My Commission Expires:

7-1-94

J. RUSSELL ROBINSON
Notary Public
Washington County
Maryland

3417 0874

00015 00025

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
Governor
HLOYD W. JONES
Director
PAUL B. ANDERSON
Administrator



P-5

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: J. Russell Robinson, II

MAIL TO ADDRESS: Law Offices Robinson & Robinson
152 West Washington Street
Hagerstown, Md.
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3417 0825

ARTICLES OF INCORPORATION
OF
STONE & ROBINSON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 4, 1992 AT 9:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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: MAILED SEP 17 1992
ROBINSON & ROBINSON
J. RUSSELL ROBINSON, II
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

220C3050851

A 390066



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3417 0972

00046 00027

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, Hagerstown, Washington County, 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 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 said 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
Janet L. Piper, Secretary

FILED
BY: *Jeffrey A. Piper*
Jeffrey A. Piper, President

AUG 10 12 47 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

212F415 0923

APPROVED FOR PAYMENT
4-30-92 at 9:03 AM

STATE DEPT. OF ASSESSMENTS & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

psi



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

D2958023 P.A. Religious Close Stock Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

KAYLOR + WANTZ
123 West Washington
St.
Hagerstown, MD
21740

TOTAL FEES 20

Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: *JMT*

00046 00029

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MARYLAND HOME CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 30, 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

\$ _____

D2958023

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO: MAILED SEP 17 1992
KAYLOR & WANTZ
123 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

217C3050625

A 389555



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3416 1992

00046 00030

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

POTOMAC HALL FARM, INC.
ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

9

04-20-92 at 8:39 p.m.

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 Potomac Hall Farm, 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 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.

(2) 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, mortgage and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, 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.

(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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECEIVED
04-20-92
8:39 p.m.

FILED

Aug 10 12 47 PM '92
LENNIE J. WEAVER, CLERK
BY: _____

21225260
3416 0716

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

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 13th day of April, A.D., 1992.

Witness:

Linda L. Lunt

Lynn F. Meyers
Lynn F. Meyers

00046 00034

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	<u>Name Change</u>
20	<u>200</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code <u>075</u>
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	_____
		Property Reports and late filing penalties	_____
70		Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
		Other	_____
		Other	_____

TOTAL FEES

220

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3415-0720

00046 00035

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:

\$ 200.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED SEP 17 1992

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

MD 21741 1267

215C3050391

A 389284



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

3416 0715

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

4/29/92 at 8:39 a.m.

RECEIVED

'92 APR 17 AM 11 31

ARTICLES OF INCORPORATION

OF

STATE DEPT. OF
ASSESSMENTS & TAXATION

WORLD-WIDE WITNESSES, INC.

* * * * *

RECEIVED

'92 APR 29 AM 8 39

STATE DEPT. OF
ASSESSMENTS & TAXATION

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:

1. To establish a church or churches for the teaching 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, Chaplaincy Programs, and other such allied functions, not herein mentioned, but as may be in keeping with and extending the nature and purposes of WORLD-WIDE WITNESSES, INC.

FILED

AUG 10 12 47 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

21208265

2006 0378

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, bequest 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.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLE 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 WORLD-WIDE 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. 3416 0381

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

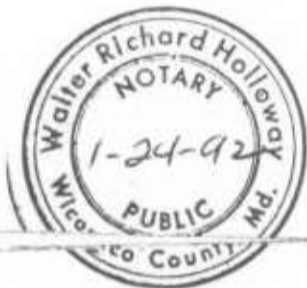
from the charitable purposes hereinabove specified. In the event of dissolution of WORLD-WIDE WITNESSES, INC., the Board of Directors, managers, trustees, or the governing body thereof, as the case may be, in connection with any liquidation or dissolution of WORLD-WIDE WITNESSES, INC., shall donate, 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.

IN WITNESS WHEREOF, We have signed these Articles Of Incorporation, this 24 day of January A.D., 1992, acknowledging the same to be our act, and fully declaring the fact that we are eighteen years of age or older.

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

Dana Ann Cordrey Travers (Seal)
Dana Ann Cordrey Travers
Route 8 Box 351 Parker Road
Salisbury, MD 21801

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



My commission expires March, 1993

Walter Richard Holloway
Walter Richard Holloway

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>World-Wide Witnesses, Inc.</u>
71		Financial	<u>P.O. Box 300</u>
600		_____ Personal	<u>Parsonsburg, MD. 21849</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 51

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: AW

6
3416 0383

00046 00042

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WORLD-WIDE WITNESSES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 29, 1992 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3423456

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WORLD-WIDE WITNESSES, INC.
P.O. BOX 300
PARSONSBURG

MAILED SEP 17 1992

MD 21801

215C3050319

A 389215



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

3416 0377

00046 00043

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

4/27/92 at 10:22 a.m.

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, general merchandise business;
- B. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, exchange, let, or in any manner encumber or dispose of real property wherever situated;
- C. 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.

Sixth: 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, FILED one class, and having an aggregate par value of one hundred thousand dollars (\$100,000.00).

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
APR 27 10 10 92

AUG 10 12 47 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

21188412 3415 02367

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 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

3415 2368

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.

Tenth: 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 24TH day of APRIL, 1992, and severally acknowledge the same to be our acts.

Gerald L. Shindle
WITNESS

Harold E. Burger
HAROLD E BURGER, PRESIDENT

Gerald L. Shindle
WITNESS

Jo Ann Burger
JOANN BURGER, SECRETARY TREASURER

Gerald L. Shindle
WITNESS

Dennis J Rauth
DENNIS J RAUTH, VICE-PRESIDENT

WESTON
WESTON CO
LINTEN RECORD

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

FLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D0322818 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

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 *from ordinary stock to close corp.*

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

*Shindle's Tax Service
2532 Virginia Avenue
Williamsport, MD 21795*

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: *[Signature]*

00046 00047

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
SUNSET TAVERN, INC.

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

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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.

MAILED SEP 17 1992

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.

3415 2366

00046 00048

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
04-28-92 at 10:10

ARTICLES OF INCORPORATION

SLUGGER'S INC.

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

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

92 APR 28 AM 10 10

RECEIVED

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.

FIFTH: The post office address of the principal office 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.

FILED

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

LENNIE J. WEAVER, CLERK
BY: _____

3414 0906

21198294

00045 00049

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
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:

3414 0907

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	_____	Rec. Fee (Amendment)	_____ Change of Resident Agent
63	_____	Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64	_____	Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65	_____	Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66	_____	Rec. Fee (Revival)	_____ Other Change _____
52	_____	Foreign Qualification	
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Mark B. Hartle</u>
71	_____	Financial _____ Personal	<u>10039 Sharpsburg Pike</u>
600	_____	Property Reports and late filing penalties	<u>Hagerstown, Md. 21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 70

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

NOTE:

00046 00051

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 AND TAXATION
OF MARYLAND APRIL 28, 1992 AT 10:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$ _____

\$ _____

\$ _____

D3420742

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:
MARK B. HARTLE
10039 SHARPSBURG PIKE
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

211C3052936

A 388769



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

3414 0905

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. RUMBARGER, M.D.

AUG 10 12 48 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

21188756

2414 0804

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;

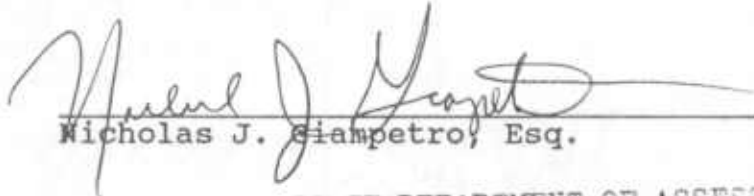
(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(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 22nd day of April, 1992, and I acknowledge same to be my act.


Nicholas J. Giampetro, Esq.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4-27-92 at 11:36 AM

lkm1\legal\rumbarg.inc\041592

RECEIVED
92 APR 27 AM 11 56
STATE DEPT. OF
ASSESSMENTS & TAXATION

2414 0806

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

P.S.



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE OP BUSINESS CODE 06 COUNTY 77
_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Giampetro</u>
87		_____ Limited Part. Good Standing	<u>TRALINS, P.C.</u>
71		Financial	<u>970 Providence Rd.</u>
600		_____ Personal	<u>Suite 407</u>
		Property Reports and late filing penalties	<u>TOWSON, MD 21204</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: Jm T

00046 00056

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 27, 1992 AT 11:56 A. 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: MAILED SEP 17 1992
GIAMPETRO & TRALINS, P.C.
920 PROVIDENCE RD., STE. 407
TOWSON MD 21204

211C3052917

A 388750



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

3414 0603

00046 00057

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

Dorothy R. Leaman
Secretary

21768348

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-24-92 at 9:51 A.M.

FILED

SEP 4 8 50 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

STATE DEPT. OF
ASSESSMENTS & TAXATION
RECEIVED
JUN 24 9 51 AM '92

3428 2664

00046 00058

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



Department of Assessments and Taxation
CHARTER DIVISION

Room 819
301 West Preston Street
Baltimore, Maryland 21201

WILLIAM DONALD SWANSON
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0510842 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	Change of Name
65	_____	Rec. Fee (Dissolution)	Change of Principal Office
66	_____	Rec. Fee (Revival)	Change of Resident Agent
52	_____	Foreign Qualification	Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	Resignation of Resident Agent
51	_____	Foreign Name Registration	Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Leaman's, Inc</u>
71	_____	Financial	<u>19741 Letterburg Pike</u>
600	_____	Property Reports and late filing penalties	<u>Hagerstown, MD 21742</u>
70	\$10.00	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES \$10.00

1 Check _____ Cash
1 Documents on 1 checks

NOTE: _____

APPROVED BY: RMC

3428 2665

00046 00059

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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.

MAILED JUN 30 1992

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

252C3052535

A 395145



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3428 2663

00046 00060

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

UNIQUE PAINTING AND WALL COVERING, INC.

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

ARTICLES OF INCORPORATION

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

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

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

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

(1) To engage in the business of painting and wall covering for residential and commercial customers; and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 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:

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

Schlossberg & DiGirolamo
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
0692\UNIQUEA01
at 9:30A .m.

FILED
22 JUN 22 AM '92
08 06 AM 9 30

SEP 4 8 51 AM '92
21748459
3429 0749
LENNIS J. WEAVER, CLERK
BY: _____

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.

0692\UNIQUEAOI

3429 0750

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 17 day of June, 1992, and I acknowledge the same to be my voluntary act and deed.

Angela Z Bucyca
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

& DiGirolamo
Law
Washington Street
Maryland 21740

0692\UNIQUEAOI

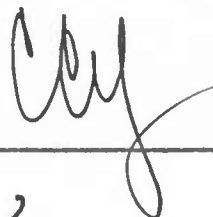
3429 0751

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	<input type="checkbox"/> Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Schlossberg & DiGirolamo</u>
71		Financial	<u>Attorney at Law</u>
600		_____ Personal	<u>134 N. Washington Street</u>
		Property Reports and late filing penalties	<u>Hagerstown, MD 21740</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: AW

00046 00064

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 ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 22, 1992 AT 9:30 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:

\$

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 OCT 30 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. FOLIO 3429 0748

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

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
12th day of June, A.D., 1992.

Witness:

Linda L. Pant

James H. Wilburn, Jr.
James H. Wilburn, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00069

COURT OF THE CIRCUIT COURT
WASHINGTON COUNTY Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

Handwritten initials

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code <u>075</u>
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____ late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: *HW*

3429 0459

NOTE:

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED OCT 30 1992

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.

3429 0454

00046 00071

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPT. OF
ASSESSMENTS & TAXATION

'92 JUN 23 AM 11 47

RECEIVED

APPROVED FOR RECORD
6-23-92 at 11:47a.m.

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

FILED
SERIALIZED
JUN 23 1992
ENNIS J. WEAVER, CLERK
BY: _____

3428 2354

21768231

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, 3428 2355

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.

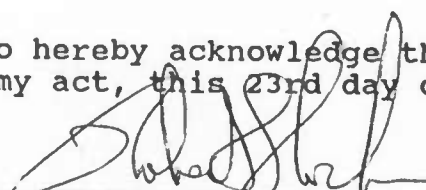
EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or 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 indemnify, 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 MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT
WASHINGTON COUNTY



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert S. Cochran
18938 Preston Rd
Hagerstown, MD
21742

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

3428 2358

APPROVED BY: [Signature]

00046 00075

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
R & S, INC.

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

OF MARYLAND **JUNE 23, 1992 AT 11:47 O'CLOCK A.M.** AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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 OCT 30 1992

RETURN TO:
ROBERT S. COCHRAN
18938 PRESTON ROAD
HAGERSTOWN

MD 21742

251C3052322

A 394950



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 2353

00046 00076

CLERK OF THE CIRCUIT COURT STATE DEPARTMENT OF ASSESSMENTS
WASHINGTON COUNTY AND TAXATION

ARTICLES OF AMENDMENT APPROVED FOR RECORD
FOR

MASSEY FORD, INC. 6-15-92 at 10:24 a.m.

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.

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 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.

Dawn C. Massey
Secretary

BY: Jerry E. Massey
President

FILED

SEP 4 8 51 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

3427 0631

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



6 00077

THE CIRCUIT COURT
WASHINGTON COUNTY of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D0645457 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Day + Schneider, P.C.
120 W. Washington S
Hagerstown, Md
21740

TOTAL FEES 20

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3 8 3

3427 063

00046 00078

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MASSEY FORD, 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

\$ _____

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.

MAILED JUN 30 1992

RETURN TO:
DAY & SCHNEIDER, P.A.
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

248C3052011

A 394672



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

3427 0630

00046 00079

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT
FOR

APPROVED FOR RECORD

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

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 14th day of May, 1992, 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.

Dawn C Massey
Secretary

BY: Jerry E Massey
President

FILED

SEP 4 8 51 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

3427 0628

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00080

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D2719458 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Day + Schneider, P.A.
120 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 20

Check _____ Cash

3 Documents on 1 checks

APPROVED BY: [Signature]

NOTE:

2 of 3

3427 0629

00046 00081

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 30 1992

RETURN TO:
DAY & SCHNEIDER, P.A.
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

248C3052010

A 394671



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

3427 0627

00046 00082

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"), 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 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, 1992, 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.

Dawn C Massey
Secretary

BY: Jerry E Massey
President
STATE DEPT OF ASSESSMENTS & TAXATION

92 JUN 15 AM 10 24

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

RECEIVED

SEP 4 8 51 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

APPROVED FOR RECORD
6/15/92 at 10:24 a.m.

21678563
3427 0625

00046 00083

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

15

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D1619444 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Day & Schneider, P.A.</u>
71	_____	Financial	<u>120 W. Washington St.</u>
600	_____	_____ Personal	<u>Hagerstown, MD 21740</u>
	_____	Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 20

Check _____ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: [Signature]

1 of 3

3427 0626

00046 00084

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
ROYALE LINCOLN-MERCURY, LTD.

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

\$ _____

D1619444

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

RETURN TO:
DAY & SCHNEIDER, P.A.
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

248C3052009

A 394670



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3427 0624

00046 00085

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Custom Signs, Inc.

Articles of Dissolution

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

6-15-92 at 10:28 a.m.

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

Second: The address of the principal 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 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

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

RECEIVED
JUN 15 PM 10 28
STATE DEPT. OF
ASSESSMENTS & TAXATION

21678554

FILED
FILED

SEP 4 8 51 AM '92
SEP 4 8 51 AM '92
BY: NICHOLAS J. WEAVER, CLERK
The dissolution of the corporation was approved in the manner and by the vote required by law and by the action of the corporation. The dissolution of the corporation was duly authorized by the board of directors.

BY: _____
D-206-1562

7427 0548

00046 00087



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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

CUSTOM SIGNS, INC.

have been paid.

WITNESS my hand and official seal this

8TH day of JUNE A.D. 19 92 .

J. Basil Wisner
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

00046 00088

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



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

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

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

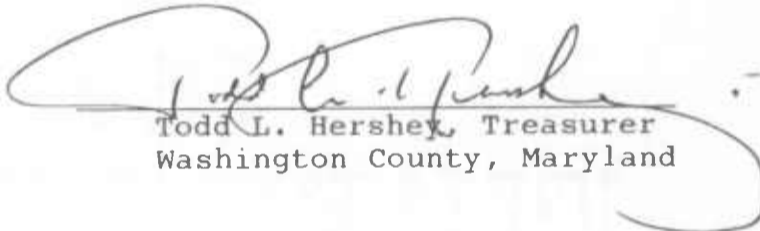
June 8, 1992

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

3427 0551

D 206-1562



00046 00089

BOONSBORO MARYLAND COUNCIL
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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



COURT OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1938 BUSINESS CODE 03 COUNTY 71
D2061562 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

Suzanne Ravgisla

MAIL TO ADDRESS: Custom

Sign Company, Inc.
1774 Jefferson Blvd.
Hagerstown, Md.
21740

TOTAL FEES 50

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00091

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.

MAILED OCT 30 1992

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

248C3051992

A 394656



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

3427 0547

00046 00092

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,

Lucia Kreit
Secretary

APPROVED:

Wayne J. Kreit
Wayne J. Kreit
Shareholder/Director

Lawrence W. Kreit
Lawrence W. Kreit
Shareholder/Director

21698225

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

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

FILED

SEP 4 8 52 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

STATE DEPT. OF
ASSESSMENTS & TAXATION
RECEIVED
JUN 17 9 26 AM '92

3426 0725

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



046 00093
Department of Assessments and Taxation
OF THE CIRCUIT COURT CHARTER DIVISION
WASHINGTON COUNTY

Room 805
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D0250456 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	✓ Change of Resident Agent
52	_____	Foreign Qualification	✓ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Wayne J Kreik</u>
71	_____	Financial	<u>1000 Marshall Street</u>
600	_____	_____ Personal	<u>Hagerstown, MD 21740</u>
		Property Reports and late filing penalties	
70	\$10.00	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3426 0726

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 BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 17, 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:

\$ _____

\$ 10.00

\$ _____

D0250456

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WAYNE J. KREIT
1000 MARSHALL STREET
HAGERSTOWN MD 21740

247C3051759

A 394472



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3426 0724

00046 00095

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



4-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.

RECEIVED
92 JUN 5 PM 11 48
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-5-92 at 11:48 A.m. FILED 21638110

SEP 4 8 52 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

3426 0117

WILLIAM DONALD SCHAEFFER
Governor
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D1234616 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____
600	_____	_____ Personal _____
		Property Reports and _____
		late filing penalties
70	\$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: 4-Star
Wacomb & Health Club
Milstone Terrace
Williamport, Md 21795

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

_____ 1 Documents on _____ 1 checks

APPROVED BY: RMC

NOTE:

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
FEE PAID:

\$ _____

\$ 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 OCT 30 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.

3426 0116

00046 00098

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/15/92 at 3:39 P.m.

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

ARTICLES OF INCORPORATION
OF
GLENN'S TAVERN, INC.

RECEIVED
'92 JUN 15 PM 3 39
STATE DEPT. OF
ASSESSMENTS & TAXATION

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.

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

FILED

SEP 4 8 52 AM '92

DENNIS J. WEAVER, CLERK
BY: _____

21678694 2803

(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 11 day of June, 1992, and I acknowledge the same to be my act and deed.



00046 00100

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 11 day of JUNE, 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 foregoing 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.

William Main
Notary Public

My Commission Expires: 3/1/94

3425 2805

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CIRCUIT COURT
WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>38</u>	Organ. & Capitalization	_____
61		Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Urner Nairn Barton, P.A.</u>
71		Financial	<u>207 S. Potomac Street</u>
600		_____ Personal	<u>Hagerstown, MD 21740</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
GLENN'S TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 15, 1992 AT 3:39 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

\$

D3449675

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

245C3051612

A 394405



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3425 2802

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

WILLIAMSPORT, INC. 6-11-92 at 1:33p .m.

ARTICLES OF INCORPORATION

RECEIVED '92 JUN 11 10 16 AM '92 STATE DEPARTMENT OF ASSESSMENTS & TAXATION

FIRST: THE UNDERSIGNED, Mark A. Dewire, whose address is 1104 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.

SECOND: 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 Robinwood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SEP 4 8 52 AM '92

-1-

21638464

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

3425 1789

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.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this Section.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Section, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

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

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.

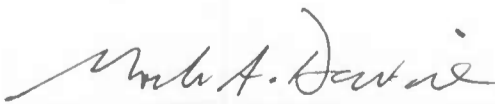
(b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed 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:



Mark A. Dewire

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00111

OF THE CIRCUIT COURT
WASHINGTON COUNTY Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code <u>048</u>
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3425 1798

00046 00112
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WILLIAMSPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 11, 1992 AT 1:33 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3449014

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

244C3051499

A 394241



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2425 1788

ARTICLES OF INCORPORATION FOR A 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 is Michael John Dirks;
1680 Langley Drive Apt.# 210 Hagerstown, Maryland 21740

SIXTH: The corporation has authority to issue 5,000 shares at \$ 20.00
par value per share.

SEVENTH: The number of directors of the corporation shall be 2 which number may be increased or decreased pursuant
to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than
three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or
until their successors are duly chosen and qualified is/are Roan Christian Saunders;
Michael John Dirks

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

RETURN TO:

1680 Langley Drive Apt.# 210
Hagerstown, Maryland
21740

AT5-113

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
6-11-92 at 9:34 a.m.

STATE DEPARTMENT OF ASSESSMENTS & TAXATION
RECEIVED
JUN 11 11 34 AM '92

SIGNATURE(S)

Roan Christian Saunders

Michael John Dirks

SEP 26 11 08 AM '92
BY: _____

3425 0356

STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
Governor
LLOYD W. JONES
Director
PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

(See form on reverse side.)

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

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

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

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

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

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

3425 0357

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00115

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Michael John Dirks</u>
71		Financial	<u>1680 Langley Drive</u>
600		_____ Personal	<u>Apt. 210</u>
		Property Reports and _____ late filing penalties	<u>Hagerstown, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21740</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY JMT

3425 0358

00046 00116

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 OCT 30 1992

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

243C3051395

A 394153



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3425 0355

00046 00117

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ARTICLES OF REVIVAL

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

FOR

6/10/92 at 10:12 A.m.

HAGERSTOWN JUNIOR BASKETBALL LEAGUE, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

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

SAME AS ABOVE

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

SAME AS ABOVE

RECEIVED

92 JUN 10 AM 10 12

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

BY HENRY E. MCCALL
792 FREDERICK ST.

HAGERSTOWN, MD 21740

STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 2 AM 9 28

STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 10 AM 10 12

FOURTH: The name and address of the resident agent is

HENRY E. MCCALL

792 FREDERICK ST.

HAGERSTOWN, MD 21740

21628280

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

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

FILED

SEP 4 8 52 AM '92

(1)

LENNIS J. WEAVER, CLERK

BY: _____

3425 1314

STATE DEPT. OF
ASSESSMENTS & TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

David Smith V.P. V.P.
Last Acting President/Vice President

Henry E. McCall TREAS.
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Henry E. McCall, Treasurer of Hagerstown Junior Basketball League, Inc.
(insert name and title) (insert name of corporation)

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

Henry E. McCall

HENRY E. MCCALL
(print name beneath signature)

I hereby certify that on 6-1-92 before me the
(insert date)

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)

HENRY E. MCCALL 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

Nancy S. Zimmerman
(signature of notary public)

My Commission expires 7-1-95.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00120

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Registrations and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 71
D1252808 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	<u>Name Change</u>
20	_____	Organ. & Capitalization	(New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	<u>Change of Name</u>
65	_____	Rec. Fee (Dissolution)	<u>Change of Principal Office</u>
66	<u>20</u>	Rec. Fee (Revival)	<u>Change of Resident Agent</u>
52	_____	Foreign Qualification	<u>Change of Resident Agent</u>
50	_____	Cert. of Qual. or Reg.	Address _____
51	_____	Foreign Name Registration	Resignation of Resident Agent _____
13	_____	_____ Certified Copy _____	Designation of Resident Agent _____
56	_____	Penalty	and Resident Agent's Address _____
54	_____	For. Supplemental Cert.	Other Change _____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	<u>10</u>	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Henry McCall</u>
23	_____	Local Transfer Tax	<u>792 Frederick St.</u>
31	_____	_____ Corp. Good Standing	<u>Hagerstown, MD 21740</u>
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 30

Check Cash

Documents on _____ checks

APPROVED BY: JNT

NOTE:

3425 1317

00046 00121

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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.

MAILED OCT 30 1992

RETURN TO:
HENRY MC CALL
792 FREDERICK ST.
HAGERSTOWN

MD 21740

242C3051331

A 394088



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3425 1313

00046 00122

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 deleting therefrom Article SIXTH and by substituting in lieu 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 Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on May 20, 1992.

21608408

SEP 4 8 52 AM '92

LENNIS J. WEAVER, CLERK
BY: _____

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-8-92 at 8:26A .m.

RECEIVED

92 JUN 8 AM 8 26

3425 0060

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 foregoing 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.

Annelle O. Slasman

Secretary

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

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

I HEREBY CERTIFY that on this 2nd day of June, 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. Lunt
Notary Public

My Commission Expires:

1 June 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

fs



COURT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D3170768 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) Center for Vein Medicine, William H. Glasman, M.D., P.A.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Meyers, Young & Grove, P.A.
P.O. Box 1267
Hagerstown, MD
21741-1267

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pam

00046 00125

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.

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

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

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

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

241C3051221

A 393981



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3425 0059

APPROVED FOR RECORD

05-22-92 at WEST IRVIN HEIGHTS, INC.
9:00 ARTICLES OF INCORPORATION

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 West Irvin Heights, Inc.

THIRD: The purposes for which the Corporation is formed 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.

(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 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, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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:

(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

SEP 4 8 52 AM '92
LENNIC J. LAYTON
BY:

21608628

RECEIVED
JUN 8 10 57 AM '92
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Berg & DiGirolamo
Attorneys at Law
1051 Washington Street
Hagerstown, Maryland 21740

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.

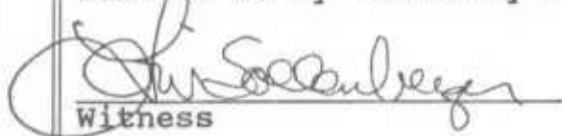
(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that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

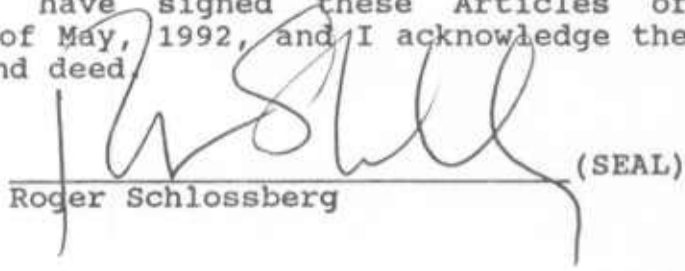
00046.00128

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 21st day of May, 1992, and I acknowledge the same to be my voluntary act and deed.


Witness


Roger Schlossberg (SEAL)

& DiGirolamo
Law
Washington Street
Maryland 21740

3424 2642

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Schlossberg & DiGirolamo</u>
71		Financial	<u>Attorney at Law</u>
600		_____ Personal	<u>134 W. Washington St.</u>
		Property Reports and late filing penalties	<u>P.O. Box 4227</u>
70		Change of P.O., R.A. or R.A.A.	<u>Hagerstown, MD 21741-422</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

3424 2643
4

00046 00130

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WEST IRVIN HEIGHTS, INC.

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

OF MARYLAND MAY 22, 1992 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 30 1992

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

241C3051149

A 393924



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3424 2639

00046 00131

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

BRUCE A. WINTER, D.D.S., P.A.

3-29-92 8/30

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:

FIRST: The Charter of the Corporation is hereby amended by 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:

Bruce A. Winter
13505 The Heights
Hagerstown, Maryland 21742

RECEIVED
92 MAY 29 AM 8 13
STATE DEPT. OF
ASSESSMENTS & TAXATION

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

SEP 4 8 53 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

21508405

00046 00132

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Attest to Signature
and Corporate Seal:

BRUCE A. WINTER, D.D.S., P.A.

Jacqueline Schultz
Secretary

By: *Bruce A. Winter*
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



0046 00133

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 Jmw BUSINESS CODE 06 COUNTY 71
W0479535 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	<u> </u> Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<u> </u> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<u> </u> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	<u> </u> Resignation of Resident Agent
51	_____	Foreign Name Registration	<u> </u> Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	<u> </u> Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>075</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>Zaida Punt</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
	_____	Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00046 00134

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 DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **MAY** 29, 1992 AT 8:13 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

\$ _____

D0479535

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

240C3051053

A 393833



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.

SHARPSBURG MISSIONARY BAPTIST CHURCH

P.O. BOX 33

SHARPSBURG, MD. 21782

110 1/2 CHAPLAIN ST.

SHARPSBURG, MD. 21782

RECEIVED

'92 JUN 8 AM 9 23

STATE DEPT. OF
ASSESSMENTS & TAXATION

J

FIRST:

WE THE UNDERSIGNED WHOSE POST OFFICE ADDRESSES ARE:

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

21608434

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

SECOND:

THE NAME OF THE CORPORATION (WHICH IS HERINAFTER CALLED THE CORPORATION) IS SHARPSBURG MISSIONARY BAPTIST CHURCH.

THIRD:

THE PURPOSE FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

SEP 4 8 53 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

1992 2047

1. TO SPREAD THE GOSPEL MESSAGE OF JESUS 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 HOLY GHOST. TEACHING THEM TO OBSERVE ALL THINGS WHATSOEVER I HAVE COMMANDED YOU: AND, LO I AM WITH YOU ALWAYS, EVEN UNTO THE END OF THE WORLD."

II. THE TIME AND MANNER FOR ELECTIONS AND SUCCESSION OF TRUSTEES:

A TRUSTEE WILL REMAIN A TRUSTEE AS LONG AS THEY ARE AN ACTIVE MEMBER OF THE SHARPSBURG MISSIONARY BAPTIST CHURCH, AS GIVEN IN THE BY-LAWS.

III. THE EXACT QUALIFICATIONS OF INDIVIDUALS ELIGIBLE TO VOTE AT ELECTIONS AND TO BE ELECTED TO OFFICE:

TO VOTE IN ANY ELECTION ONE MUST BE AN ACTIVE MEMBER OF THE SHARPSBURG 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 IS ONE WHO IS NOT ON THE INACTIVE ROLL, OR 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 PERSONAL SAVIOUR AND BEEN BAPTISED BY SUBMERSION IN WATER.

ONE CAN BECOME A MEMBER OF THE SHARPSBURG MISSIONARY BAPTIST 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

AT THE TIME OF THE VOTE.

FOURTH:

THE POST OFFICE ADDRESS OF THE PRINCIPAL PLACE OF WORSHIP IS 110 1/2 CHAPLAIN STREET SHARPSBURG, MD. 21782. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN MARYLAND ARE: *William J. Dennis*
17844 Davidson Drive
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 OUR ACT.

1. *William J. Dennis*
WILLIAM J. DENNIS
2. *William C. Godwin*
WILLIAM C. GODWIN
3. *Roger L. Seabott*
ROGER L. SEABOTT
4. *Bogis Rebernik*
BOGIS REBERNIK
5. *Vernon D. Wilson*
VERNON DWIGHT WILSON

00046 00138

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0230 BUSINESS CODE 16 COUNTY 71

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Sharpsburg</u>
87		_____ Limited Part. Good Standing	<u>Missionary Baptist</u>
71		Financial	<u>Church, P.O. Box 33</u>
600		_____ Personal	<u>Sharpsburg, Md.</u>
		Property Reports and late filing penalties	<u>21782</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check Cash

_____ Documents on _____ checks

NOTE:

APPROVED BY: JMT

2439 3/49

00046 00139

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SHARPSBURG MISSIONARY BAPTIST CHURCH

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

OF MARYLAND JUNE 8, 1992 AT 9:23 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3445848

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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

240C3051031

A 393816



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

3422 2100

00046 00140

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION
WASHINGTON COUNTY

(See instructions on reverse side.)

FIRST: The undersigned Kenneth Joseph Brown
whose address is 18219 Manor Church Rd. ~~Hagerstown~~
Boonsboro, MD 21713, 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 Corn Hustlers Incorporated

THIRD: The purposes for which the corporation is formed are as follows: Retail of popcorn

FOURTH: The post office address of the principal office of the corporation in Maryland is Kenneth Brown
18219 Manor Church Rd
Boonsboro MD 21713

FIFTH: The name and post office address of the resident agent of the corporation in Maryland is
TINA L. DAGENHART
347 MANOR DRIVE APT. 1A
HAGERSTOWN, MD 21740

SIXTH: The corporation has no authority to issue capital stock.
SEVENTH: The number of directors of the corporation shall be 2 which number may be increased or decreased pursuant
to the bylaws of the corporation. The name(s) of the director(s) who shall act until successors are
duly chosen and qualified is/are Kenneth Brown
Janette Brown

EIGHTH: 21608400

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.
RETURN TO: Kenneth Brown
18219 Manor Church Rd.
Boonsboro, MD 21713
SIGNATURE: Kenneth J Brown

AT5-115
LENNIC J. WEAVER, CLERK
BY: Jan 1, 1992 at 10:41 a.m.
2424 1513

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
MAY 6 8 33 AM '92
RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUL 28 8 10 AM '92

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUL 1 10 41 AM '92

FILED
SEP 4 8 53 AM '92

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

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.
- 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 notary is required). 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

3424 1614

00046 00142

STATE OF MARYLAND
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
WILLIAM DONALD SCHAEFER
Governor



LLOYD W. JONES
Director
PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020ms BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Kenneth Brown</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>18219 Meno Church Rd</u>
71		Financial	<u>Boonsboro, Md 21713</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

3424 1615

00046 00143

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CORN HUSTLERS INCORPORATED

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

OF MARYLAND **JUNE 1, 1992** AT **10:41** 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:

\$ _____

D3445426

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

239C3050937

A 393758



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3424 1612

00046 00144

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

6-5-92 at 8:23a.m.

ARTICLES OF INCORPORATION

OF

BEVANS, INC.

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.

RECEIVED JUN 8 8 23 AM STATE DEPT. OF ASSESSMENTS & TAXATION

FOURTH: 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 AM '92

LENNIE J. WEAVER, CLERK BY: _____

21578322 7424 0637

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.

(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.

(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 3rd day of June, 1992, and I acknowledge the same to be my act.

WITNESS:

Vickie A Shockey [Signature] (SEAL)
GORMAN E. GETTY, III

00046 00148

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 3rd day of June, 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 foregoing Articles of Incorporation to be his act and deed.

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

Vickie A. Shockey
NOTARY PUBLIC

My Commission Expires:

10/1/94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00149

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0288 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61		Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Offices of Norman E. Petty, III, 23 Washington Street, Post Office Box 1485</u>
87		_____ Limited Part. Good Standing	<u>Cumberland, Md.</u>
71		Financial	<u>21501-1485</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 51

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE: copy made

3424 0642

00046 00150

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
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED OCT 30 1992

RETURN TO:
GORMAN 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

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

APPROVED FOR RECORD

6/5/92 at 9:27 a.m.

ARTICLES OF INCORPORATION

RECEIVED

FIRST: The undersigned, Charles R. Moran, whose address is 250 West Pratt Street, Baltimore, Maryland, is 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:

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 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

21578401

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.

(3) Any Material Transaction (as defined hereinbelow) 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, securities, certificates of deposit and other intangible assets), 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) 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.

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. Moran

00046 00154

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:

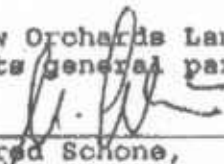
Fairview Orchards GmbH & Co. Vermögensverwaltungs KG, a German limited partnership which is registered to do business in the State of Maryland hereby consents to the formation of a Maryland corporation under the name "Fairview Orchards Landbesitz, Inc.", and the use by that corporation of the name "Fairview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

By: 
Manfred Schone,
Managing Director

3424 0472

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

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

Code 054

ATTENTION: Erms Hubbard

MAIL TO ADDRESS: _____

TOTAL FEES 70

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HW

3424 0433
5

00046 00156

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FAIRVIEW ORCHARDS LANDBESITZ, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 5, 1992 AT 9:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED OCT 30 1992

RETURN TO:
SEMME, BOWEN & SEMME
ATTN: EVANS HUBBARD
250 WEST PRATT STREET
BALTIMORE MD 21201

238C3050728

A 393544



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 3424 0428

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 forfeited as

And

D & D Busy Broom, Inc.

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

Hagersotwn, Maryland 21740

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

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

STATE DEPT. OF ASSESSMENTS & TAXATION

SEP 4 8 53 AM '92

LENNIE J. WEAVER, CLERK

APPROVED FOR PAYMENT

21538601

BY: 6-1-92 at 2:13p .m.

3424 0405

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
JUN 1 1 13 PM '92

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.)

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

Donald McClure Donald McClure
Last Acting President/Vice President

Dwayne McClure Dwayne McClure
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

00046 00159

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT FOR REVIVAL OF A CHARTER

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

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

Donald McClure
Donald McClure
(print name beneath signature)

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

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

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

McClure 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

Lori A. Gardenhour
(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

3424 0407

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00160
OF THE CIRCUIT COURT
HINDEMAN COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 18A BUSINESS CODE 03 COUNTY 71

#D2259893 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

D & D Busy Broom, Inc

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Dwayne E. McClure
17618 Heisterboro
Rd.
Hagerstown, MD
21740

TOTAL FEES 50

Check Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

Paid \$45.00 - Penalty
Filed all returns 2424 0408

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 THE 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

SPECIAL
FEE PAID:

\$ 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.

MAILED OCT 30 1992

RETURN TO:
DWAYNE E. MCCLURE
17618 HEISTERBORD RD.
HAGERSTOWN MD 21740

237C3050724

A 393520



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3424 0404

00046 00162

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 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 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.

Ronald McHugh

 Ronald McHugh
 Last Acting President

Colleen Black

 Colleen Black
 Last Acting Secretary

21538610

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECORDED
6-1-92 at 10:43 A.M.

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
92 APR 30 PM 12 39

FILED
STATE DEPT. OF ASSESSMENTS & TAXATION

RECEIVED
26. MAR 8 4 33 AM '92
SEP 4 8 53 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

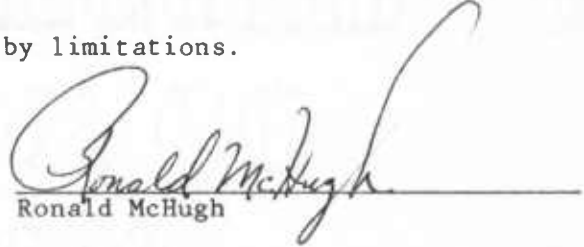
3424 0385

00046 00163

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~~ ^{Illinois}, in and for Cook 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

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00164

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

D1921766 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

- Name Change (New Name) _____
- Change of Name
 - Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - Resignation of Resident Agent
 - Designation of Resident Agent and Resident Agent's Address
 - Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Creager & Newhouse, P.A.
P.O. Box 1417
Hagerstown, MD
21741

TOTAL FEES 50

Check Cash

Documents on _____ checks

NOTE: Has filed all returns

APPROVED BY: JMT

3424 0387

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
FEE PAID:

\$ _____

\$ 20.00

\$ 30.00

D1921766

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

237C3050720

A 393516



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3424 0384

00046 00166

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT

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

RECEIVED
MAY 28 1992
STATE DEPARTMENT OF
ASSESSMENTS & TAXATION

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 Maryland 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 foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof

STATE DEPARTMENT OF ASSESSMENTS & TAXATION

RECEIVED
MAY 28 1992

APPROVED FOR PAYMENT

5-28-92 at

8:23A

SEP 4 8 53 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

21498317

3424 0327

00046 00167

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

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

Ann K. Dickinson

Secretary

By:

Breese M. Dickinson
President

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

I HEREBY CERTIFY that on this 22nd day of May, A.D. 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, 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.

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

3424 0329

00046 00168

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD
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

PS

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

10465542 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Meyers, Young & Grove P.A.

Post Office Box 1267

Hagerstown, MD 21741-1267

TOTAL FEES 20

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

3424 0329

00046 00169

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 28, 1992 AT 8:23 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D0465542

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

MD 21741 1267

237C3050707

A 393505



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3424 0326

00046 00170

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT RECEIVED

'92 MAY 19 AM 8 30

STATE DEPT. OF
ASSESSMENTS & TAXATION

RAM Structures, Inc.
(Name of Corporation)

a Maryland corporation

hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the corporation is hereby amended as follows:

Article 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:

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:

21548256

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

Albert L. Mc...
Secretary

Robin K. Mamma
President

SEP 4 8 53 AM '92
LENNIS J. WEAVER, CLERK
BY: _____

RECEIVED
JUN 2 8 50 AM '92

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
410-225-1340

APPROVED FOR PAYMENT

6-2-92 at 8:50 a.m.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0938 BUSINESS CODE _____ COUNTY 71
D 3378551 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20		Organ. & Capitalization	_____ Change of Name
61		Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	<u>20</u>	Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Ram Structures, Inc., P.O. Box 1051</u>
87		_____ Limited Part. Good Standing	<u>Hagerstown, Md. 21740</u>
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pam

ARTICLES OF AMENDMENT
OF
RAM 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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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.

MAILED OCT 10 1992

RETURN TO:
RAM STRUCTURES, INC.
P.O. BOX 1051
HAGERSTOWN

MD 21740

236C3050577

A 393402



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

7-33-1992

00046 00173

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

5-28-92 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:

FIRST: The Charter of the Corporation is hereby amended by 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 foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the

FILED

SEP 4 8 54 AM '92

DENNIS J. WEAVER, CLERK

BY:

RECEIVED

92 MAY 28 AM 8 22

3423 1335

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

By: *[Signature]*
Joseph M. Wiesenbaugh, Jr.,
President

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

I HEREBY CERTIFY, that on this *16th* day of *May* ~~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.

[Signature]
Notary Public

My Commission Expires:

December 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00175

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0939 BUSINESS CODE _____ COUNTY 71
D0479485 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20		Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	<input type="checkbox"/> Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code <u>075</u>
80		For. Limited Partnership	ATTENTION: _____
83		Cert. Limited Partnership	<u>Linda L. Punt</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

2423 137

00046 00176

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 AND TAXATION
OF MARYLAND MAY 28, 1992 AT 8:22 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D0479485

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED - OCT 30 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.

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 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 20th day of April, 1992.

REGISTERED
SEP 11 1992
STATE DEPT. OF
ASSESSMENTS & TAXATION

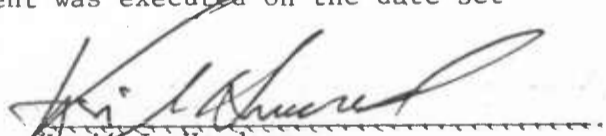

O. Gene Bicknell


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 AM '92
LENNIE J. WEAVER, CLERK
BY: _____
6-2-92 at 11:17 A.m.

00046 00178

WILLIAM DONALD SCHAEFER
Governor
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



Department of Assessments and Taxation
CHARTER DIVISION

Room 449
301 West Preston Street
Baltimore, Maryland 21201

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0690495 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: RMC

3423 1256

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

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

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.

MAILED OCT 30 1992
RETURN TO:
NATIONAL PIZZA COMPANY
ATTN: CHRISTINE MARKWOOD
14450 N.E. 29TH PLACE
BELLEVUE

WA 98007

236C3050541

A 393372



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

00046 00180

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.

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

RECEIVED
JUN 2 AM 11
STATE DEPT. OF
ASSESSMENTS & TAXATION

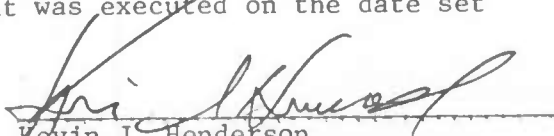

O. Gene Bicknell


Gordon W. Elliott


J. J. Fitzsimmons

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

K42492D


Kevin J. Henderson

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
Vice President and Secretary

FILED

APPROVED FOR RECORD

SEP 4 8 54 AM '92

6-2-92 at 11:19 A.m.

LENNIE J. WEAVER, CLERK

BY: _____

3423 1252

WILLIAM DONALD STHAEPER 001600181

Governor

LLOYD W. JONES
Director

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 819
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0692525 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	HAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	
71	_____	Financial	NATIONAL PIZZA COMPANY
600	_____	Property Reports and late filing penalties	Attention: Christine Markwood
70	\$10.00	Change of P.O., R.A. or R.A.A.	14450 N.E. 29th Place
91	_____	Amend/Cancellation, For. Limited Part.	Bellevue, Washington 98007
	_____	Other _____	
	_____	Other _____	
TOTAL FEES	\$10.00		

1 Check _____ Cash NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC

3423 1253

00046 00182

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 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

\$ _____

D0692525

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 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 LIBR. FOLIO.

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 30th day of April, 1992.

RECEIVED
JUN 2 AM 11
STATE DEPT. OF ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J. J. Fitzsimmons
J. J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FILED
APPROVED FOR RECORD
6-2-92 at 11:17 a.m.
SEP 4 8 54 AM '92
BY: KENNETH J. WEAVER, CLERK

01000000

WILLIAM DONALD SCHAEFER 00184
 Governor
 LLOYD W. JONES
 Director
 PAUL B. ANDERSON
 Administrator

CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY



Department of Assessments and Taxation
 CHARTER DIVISION
 Room 809
 301 West Preston Street
 Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0541631 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	
71	_____	Financial	NATIONAL PIZZA COMPANY
600	_____	Property Reports and late filing penalties	Attention: Christine Markwood
70	\$10.00	Change of P.O., R.A. or R.A.A.	14450 N.E. 29th Place
91	_____	Amend/Cancellation, For. Limited Part.	Bellevue, Washington 98007
	_____	Other	
	_____	Other	

TOTAL FEES \$10.00

1 Check _____ Cash

14 Documents on 1 checks

APPROVED BY: _____ RMC

NOTE:

3423 1250

00046 00185
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
WHITE OAKS 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'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
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 OCT 30 1992

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

236C3050539

A 393370



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

00046 00186

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 10th day of April, 1992.

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
APR 11 11 17 AM '92

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J.J. Fitzsimmons
J.J. Fitzsimmons

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

K42492D

Kevin S. Henderson
Kevin S. Henderson
Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

SEP 4 8 54 AM '92

6-2-92 at 11:19 A.m.

LENNIS J. WEAVER, CLERK
BY: _____

3423 1246

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1203678 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
		Change of P.O., R.A. or R.A.A.	_____
70	\$10.00	Amend/Cancellation, For. Limited Part.	_____
91	_____	Other _____	_____
		Other _____	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC

3423 1247

00046 00188

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 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

\$ _____

D1203678

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

236C3050538

A 393369



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

00046 00189
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 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 27th day of April, 1992.

RECEIVED
JUN 2 2 11 17 PM
STATE DEPT. OF
ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J. J. Fitzsimmons
J. J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED

APPROVED FOR RECORD

SEP 4 8 54 AM '92 6-2-92 at 11:17 A.M.

LENNIS J. WEAVER, CLERK
BY: _____

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION
Room 410
301 West Preston Street
Baltimore, Maryland 21201

THE CIRCUIT COURT
WASHINGTON COUNTY

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1077015 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	NATIONAL PIZZA COMPANY
NA	_____	Foreign Corp. Registration	Attention: Christine Markwood
87	_____	Limited Part. Good Standing	14450 N.E. 29th Place
71	_____	Financial	Bellevue, Washington 98007
600	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: RMC

2423 1244

00046 00191

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

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 OCT 30 1992

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

236C3050537

A 393368



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

00046 00192

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 day of April, 1992.

RECEIVED
APR 2 11 19
STATE DEPT. OF
ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J. J. Fitzsimmons
J. J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-2-92 at 11:17 A.M.

SEP 4 8 54 AM '92

LENNIE J. WEAVER, CLERK

BY:

3423 1240

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



0001500182
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
CHARTER DIVISION
Room 4119
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0910547 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: RMC

3423 1241

00046 00194

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 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

\$ _____

D0910547

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

236C3050536

A 393367



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

00046 00195

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 30th day of April, 1992.

RECEIVED
JUN 2 AM 1992
STATE DEPT. OF ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliot
Gordon W. Elliot

J. J. Fitzsimmons
J. J. Fitzsimmons

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

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

K42492D

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 54 AM '92

APPROVED FOR RECORD

LENNIE J. WEAVER, CLERK

6-2-92 at 11:17 A.M.

BY: _____

3423 123

WILLIAM DONALD SCHAEFER
 Governor
 LLOYD W. JONES
 Director
 PAUL B. ANDERSON
 Administrator

0004600196
 CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY



Department of Assessments and Taxation
 CHARTER DIVISION
 Room 809
 301 West Preston Street
 Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0540872 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
---	_____	Other	_____
---	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

14 Documents on 1 checks

APPROVED BY: _____ RMC

NOTE:

5473 1238

00046 00197

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 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

\$ _____

D0540872

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

236C3050535

A 393366



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

3482 1976

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 30th day of April, 1992.

RECEIVED
JUN 2 AM 11 17
STATE DEPT. OF
ASSESSMENTS & TAXATION

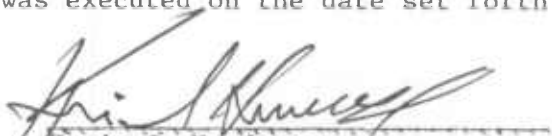

O. Gene Bicknell


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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED

APPROVED FOR RECORD

SEP 4 8 54 AM '92

6-2-92 at 11:17A.m.

LENNIE J. WEAVER, CLERK

BY: _____

3423 1234

WILLIAM DONALD CHAZFER
 Governor
 LLOYD W. JONES
 Director
 PAUL B. ANDERSON
 Administrator

00816 00199
 CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY



Department of Assessments and Taxation
 CHARTER DIVISION
 Room 809
 301 West Preston Street
 Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1553361 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	NATIONAL PIZZA COMPANY
NA	_____	Foreign Corp. Registration	Attention: Christine Markwood
87	_____	Limited Part. Good Standing	14450 N.E. 29th Place
71	_____	Financial	Bellevue, Washington 98007
600	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
---	_____	Other	_____
---	_____	Other	_____
TOTAL FEES	\$10.00		

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC

7423 1235

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

\$ _____

D1553361

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT 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 30 1992

RETURN TO:
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.

00046 00201
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.

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

RECEIVED
JUN 2 AM 11 53
STATE DEPT. OF
ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J.J. Fitzsimmons
J.J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 54 AM '92

APPROVED FOR RECORD

LENNIE J. WEAVER, CLERK

6-2-92 at 11:17 A.m.

BY: _____

WILLIAM DONALD SCHAFFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



066 00202
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT CHARTER DIVISION
WASHINGTON COUNTY
Room 447
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1413.087 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	NATIONAL PIZZA COMPANY
600	_____	_____ Personal	Attention: Christine Markwood
		Property Reports and late filing penalties	14450 N.E. 29th Place
70	\$10.00	Change of P.O., R.A. or R.A.A.	Bellevue, Washington 98007
91	_____	Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

...14... Documents on 1 checks

APPROVED BY: _____ RMC

3423 1232

00046 00203

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

\$ _____

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 30 1992

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

236C3050533

A 393364



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 343

00046 00204

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 20th day of April, 1992.

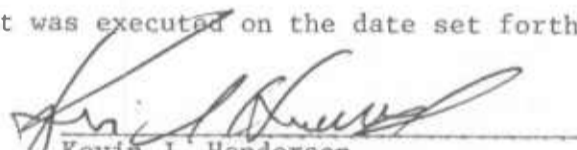
RECEIVED
APR 2 2 11 PM '92
STATE DEPT. OF
ASSESSMENTS & TAXATION


O. Gene Bicknell


Gordon W. Elliott


J. J. Fitzsimmons

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


Kevin J. Henderson
Vice President and Secretary

K42492D

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 55 AM '92

LENNIC J. WEAVER, CLERK

BY: _____

APPROVED FOR RECORD

6-2-92 at 11:17 A.M.

3423 1228

WILLIAM DONALD SCHAEFER 00205
 Governor
 LLOYD W. JONES
 Director
 PAUL B. ANDERSON
 Administrator

CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY



Department of Assessments and Taxation
 CHARTER DIVISION
 Room 809
 301 West Preston Street
 Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D 1390277 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	NATIONAL PIZZA COMPANY
NA	_____	Foreign Corp. Registration	Attention: Christine Markwood
87	_____	Limited Part. Good Standing	14450 N.E. 29th Place
71	_____	Financial	Bellevue, Washington 98007
600	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC

3423 1229

00046 00206

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
PIZZA HUT OF THURMONT, 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

\$ _____

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 OCT 30 1992

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

236C3050532

A 393363



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

00046 00207

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 all the Directors of the Corporation, have executed this Written Consent as of the 20th day of April, 1992.

RECEIVED
JUN 22 AM 11 17 '92
STATE DEPT. OF
ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J. J. Fitzsimmons
J. J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson
Vice President and Secretary

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 55 AM '92
LENNIC J. WEAVER, CLERK
BY: _____

APPROVED FOR RECORD
6-2-92 at 11:17 A. m.

3423 1225

WILLIAM DONALD SCHAEFER
Governor

00046 002
CLERK OF THE CIRCUIT
WASHINGTON COU



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1826650 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
---	_____	Other	_____
---	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: RMC

3423 1226

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 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

\$ _____

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 OCT 30 1992

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

23603050531

A 393362



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

3423 1204

00046 00210

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 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the 11th day of April, 1992.

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
JUN 2 AM 11 17 '92



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 55 AM '92

6-2-92 at 11:17 A.M.

LENNIE J. WEAVER, CLERK
BY: _____

3423 1222

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



04600311 Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1826643 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	NATIONAL PIZZA COMPANY
NA	_____	Foreign Corp. Registration	Attention: Christine Markwood
87	_____	Limited Part. Good Standing	14450 N.E. 29th Place
71	_____	Financial	Bellevue, Washington 98007
600	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC

3423 1221

00046 00212

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 OCT 30 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.

3423 1221

**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 30th day of April, 1992.

RECEIVED
JUN 2 11 11 AM '92
STATE DEPT. OF ASSESSMENTS & TAXATION

O. Gene Bicknell
O. Gene Bicknell

Gordon W. Elliott
Gordon W. Elliott

J. J. Fitzsimmons
J. J. Fitzsimmons

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

K42492D

Kevin J. Henderson
Kevin J. Henderson, Vice President

STATE DEPARTMENT OF ASSESSMENTS and Secretary
AND TAXATION

FILED

APPROVED FOR RECORD

SEP 4 8 55 AM '92 6-2-92 at 11:17 p.m.

LENNIE J. WEAVER, CLERK
BY: _____

3423 1219

WILLIAM DONALD SCHAEFER
 Governor
 LLOYD W. JONES
 Director
 PAUL B. ANDERSON
 Administrator

00046 00214
 CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY



Department of Assessments and Taxation
 CHARTER DIVISION
 Room 819
 301 West Preston Street
 Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0500561 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	XXXX Change of Principal Office
66	_____	Rec. Fee (Revival)	XXXX Change of Resident Agent
52	_____	Foreign Qualification	XXXX Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	NATIONAL PIZZA COMPANY
87	_____	Limited Part. Good Standing	Attention: Christine Markwood
71	_____	Financial	14450 N.E. 29th Place
600	_____	Property Reports and late filing penalties	Bellevue, Washington 98007
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash

14 Documents on 1 checks

APPROVED BY: RMG

NOTE:

3423 1220

00046 00215

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0500561

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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.

3483 1218

00046 00216

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 21795.

IT WITNESS WHEREOF, the undersigned Directors, being all the Directors of the Corporation, have executed this Written Consent as of the 11th day of April, 1992.

RECEIVED
JUN 29 11 17 AM '92
STATE DEPT. OF
ASSESSMENTS & TAXATION

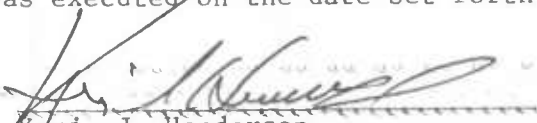

O. Gene Bicknell


Gordon W. Elliott


J. K. Fitzsimmons

21548373

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


Kevin J. Henderson
Vice President and Secretary

K42492D

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SEP 4 8 55 AM '92

LENNIS J. WEAVER, CLERK

APPROVED FOR RECORD

BY: 6-2-92 at 11:17 A.m.

3423 1216

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

00016 00217
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0435909 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

NATIONAL PIZZA COMPANY

Attention: Christine Markwood

14450 N.E. 29th Place

Bellevue, Washington 98007

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

14 Documents on 1 checks

APPROVED BY: _____ RMC _____

3423 1217

00046 00218

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
BICKNELL 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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0435909

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 30 1992

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

23603050528

A 393359



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

7423 1015

00046 00219

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND

ARTICLES OF INCORPORATION
OF
DRS. WEISS AND BECKER, P.A.

5-28-92 at 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 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 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.

FILED

SEP 4 8 55 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

21538095

3421 2418

00046 00220

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 one (2). The 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 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 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

3421 2419

00046 00221

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. Giampetro, Esquire

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Jm BUSINESS CODE 06 COUNTY 71
_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u> Penalty	_____ Other Change _____
56	_____	For. Supplemental Cert.	_____
54	_____	Foreign Resolution	_____
53	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Lois Freels</u>
87	_____	_____ Limited Part. Good Standing	<u>Giampetro & Tralins, PC</u>
71	_____	Financial	<u>#407</u>
600	_____	_____ Personal	<u>920 Providence Rd</u>
	_____	Property Reports and late filing penalties	<u>Towson Md 21204</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 99
Mastercard _____ Check _____ Cash _____
_____ Documents on _____ checks

APPROVED BY: AS

NOTE: **CERTIFIED COPY MADE**

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

TO THE CLERK OF THE COURT OF Washington County

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

MAILED OCT 30 1992

RETURN TO:

LOIS FREELS
GIAMPETRO & TRALINS, P.C.
920 PROVIDENCE ROAD #407
Towson, Maryland 21204

233C3050001

A 384584



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

1/28/92

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 Maryland DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION PREPARED FOR RECORD

7-23-92 at 904a

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.

SECOND: The name of the corporation (which is hereafter
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.

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

1. 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
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
the corporation a thirty (30) day "first refusal" option to purchase
his stock should be elect to sell his stock.

OCT 28 10 08 AM '92

(1)

LENNIE J. WEAVER, CLERK

BY: _____

RECEIVED 2981 3242 1992
JUL 23 9 04 AM '92
STATE DEPT. OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: The Corporation shall have 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.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the 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 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 18th day of July, 1992 and I acknowledge the same to be my act.

22058403

Donald J. Smith
Witness

Timothy A. Hoover
Rebecca Hoover
Marsha Griffith

RECEIVED
'92 JUL 23 10 09 AM
STATE DEPT. OF
ASSESSMENT & TAXATION

STATE OF MARYLAND
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>5</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>AP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Marsha Griffith
13107 Woodburn Dr
Dagerstown Md 21742

TOTAL FEES 100

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: AP

NOTE:

CERTIFIED COPY MADE
MAY 1989

00046 00227

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
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 10 1992

MD 21742

020C3062445

A 397694



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

3436 1866

00046 00228

CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY
 STATE DEPARTMENT OF ASSESSMENTS
 ARTICLES OF INCORPORATION
 OF APPROVED FOR RECORD
 7-22-92 248
 GHATTAS ENTERPRISES, INC.
 RECEIVED
 '92 JUL 22 10 2 47 PM
 STATE DEPARTMENT OF ASSESSMENTS & TAXATION

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.

22058157
 22058158
 OCT 28 10 08 AM '92
 LEWIS J. WEAVER, CLERK
 BY: _____
 3435 1759

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. The 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 or 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

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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	<u>30</u>	Expedited Fee	_____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	ATTENTION: <u>Lawrence</u>
83	_____	Cert. Limited Partnership	<u>Fisher</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

1 Documents on 2 checks

NOTE:

APPROVED BY: [Signature]

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
FEE PAID:

\$ 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 10 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.

3435 1758

00046 00233

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

07/20/92 at 11:35 a.m.

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

RECEIVED
92 JUL 20 AM 11 35
STATE DEPT. OF REVENUE & TAXATION

OCT 20 10 09 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

22028597

3435 0960

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.

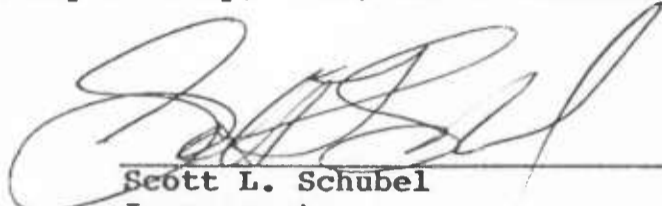
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that 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

7475 0961

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 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 14th day of July, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:

May 14, 1994

00046 00236

STATE OF MARYLAND CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Scott L. Schubel

MAIL TO ADDRESS: 138 West Washington St.
Hagerstown, MD 21740-4769

TOTAL FEES 49

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

NOTE: Copy made

3435 0963

ARTICLES OF INCORPORATION
OF
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

MAILED NOV 10 1992

017C3062063

A 397351



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

3435 0959

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

07/20/92

at

9:12 a.m.

GOLF TRADING POST, INC.

B.S.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

RECEIVED
JUL 20 1992
STATE DEPARTMENT
ASSESSMENTS & TAXATIONS

FIRST: I, William C. Wantz, whose address is 123 West 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 there.

FILED

Oct 28 10 09 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

22028277

3435 0922

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have 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 Incorporation this 17 day of July, 1992, and I acknowledge the same to be my act.

WITNESS:

Cathy B. Chalfant

William C. Wantz
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 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	<u>38</u>	Organ. & Capitalization	
61	<u>38</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	<input type="checkbox"/> Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>William C. Wantz</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>123 West Washington Street</u>
71		Financial	<u>Hagerstown, MD 21740</u>
600		_____ Personal	
		Property Reports and _____ late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00241

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GOLF TRADING POST, INC.

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

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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:
WILLIAM C. WANTZ
123 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED NOV 10 1992

017C3062054

A 397342



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

3435 0921

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ROCKY HILLS FARM, INC.

APPROVED FOR RECORD

07/20/92 at 9:26 a.m.

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

B.S.

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.

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

1. To aid and encourage the breeding and raising of thoroughbred 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 agricultural fairs; and to establish studs or other breeding establishments for the improvement of the breed of donkeys, sheep and all other domestic quadrupeds.

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 13907 Spielman Road, Boonsboro, MD 21713. 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 Hundred (100) 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 Devona Pashen.

OCT 28 10 09 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

22028318

RECEIVED
JUL 25 AM 9 26
DEPT. OF REVENUE
& TAXATION

3435 0787

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.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13 day of July, 1992 and I acknowledge the same to be my act.

Jodi Wrights
Witness

Carol Ruth

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	<u>28</u>	Organ. & Capitalization
61	<u>28</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Edward N. Button, P.C.

MAIL TO ADDRESS: 44 North Potomac St.
Suite 104
Hagerstown, MD 21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
ROCKY HILLS FARM, INC.

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

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED NOV 10 1992

RETURN TO:
EDWARD N. BUTTON, ATTORNEY
44 NORTH POTOMAC STREET, STE. 104
HAGERSTOWN MD 21740

017C3062026

A 397321



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3435 0786

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.

HAGERSTOWN EQUIPMENT CO. INC.

J. Michael Hall
J. Michael Hall, President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

7-20-92 at 8:37 A.m.

FILED

22028433

Oct 28 10 09 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

3435 0726

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preslon Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2139681 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Timothy J. Gordon, P.A.
134 West Washington Street
P. O. Box 398
Hagerstown, MD 21740

TOTAL FEES \$10.00

Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

00046 00248

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HAGERSTOWN EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE 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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
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 10 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.

3435 0725

00046 00249

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

7/16/92 at 2:14 p.m.

RECEIVED
JUL 16 PM 2 14
STATE DEPT. OF
ASSESSMENTS & TAXATION

THE FITNESS EXPRESS, INC.

A Maryland Close Corporation
Organized Pursuant to Title 4 of
The Corporations and Associations Article
of The Annotated Code of Maryland.

ARTICLES OF INCORPORATION

FIRST: 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 is hereinafter called the "Corporation") is: **THE FITNESS EXPRESS, INC.**

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

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

1. To engage in the business of 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

FILED

OCT 20 10 09 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

21998152 7434 2887

HENRY A. SUPPLEE
ATTORNEY AT LAW
27 WEST PATRICK ST.
FREDERICK, MD. 21701

(301) 694-9700

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.

FIFTH: The post office address of the principal office 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

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

transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a 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 the 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

00046 00253

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 16th day of July, 1992, and I acknowledge the same to be my act.


Henry A. Supplee

HENRY A. SUPPLEE
ATTORNEY AT LAW
27 WEST PATRICK ST.
FREDERICK, MD. 21701
(301) 694-9700

00046 00254

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 gmo BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Henry Supplee Esq.
227 W Patrick St.
Fredrick, MD 21701

TOTAL FEES 70

Check _____ Cash

NOTE: (301) 670 9700

Documents on _____ checks

APPROVED BY: HW

3434 2892 6

ARTICLES OF INCORPORATION
OF
THE FITNESS EXPRESS, INC.

APPROVED AND RECEIVED 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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

MAILED NOV 10 1992

016C3061846

A 397170



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3434 2886

00046 00256

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

CLOSE CORPORATION

07/17/92 at 9:12 a.m.

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. ✓

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

FILED
OCT 28 10 09 AM '92

3434 2675

LENNIS 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 16th day of July, 1992.

Kevin F. Bress / JAH
Kevin F. Bress

f:\corp\incorp\quantum.art

CLERK OF THE CIRCUIT
WASHINGTON COU



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: Kevin F. Bress

MAIL TO ADDRESS: _____
McDonogh Crossroads
Suite 100
6 Park Center Court
Awings Mills, MD 21117

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00259

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
QUANTUM COMMUNICATIONS, INC.

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

OF MARYLAND JULY 17, 1992 AT 9:12 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 COURT, SUITE 100
MCDONOUGH CROSSROADS
CWINGS MILLS MD 21117

MAILED NOV 10 1992

015C3061806

A 397127



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3434 2674

00046 00260

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

METEORLITES PRODUCTIONS, INC.

INFORMAL ACTION OF BOARD OF DIRECTORS

RECEIVED
OCT 11 1992
DEPT. OF ASSESSMENTS & TAXATION

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 & DiGirolamo
Law
Washington Street
n, Maryland 21740

FILED



21908300



Oct 28 10 09 AM '92

A: METEORLITES

ENNIS J. WEAVER, CLERK

BY: _____

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3434 0655

APPROVED FOR RECORD


7-8-92 at 11:13 A.m.

00046 00261

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Maryland and to do and perform any and all other necessary and proper acts incident thereto.

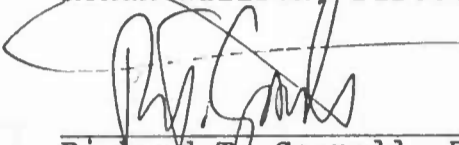
WITNESS our hands and seals the 12TH day of MAY,
1992



Jonathan Willson, Director (SEAL)




Ronan Willson, Director (SEAL)



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 12TH day of MAY, 1992, 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 12TH day of MAY, 1992.



Jonathan Willson, Secretary (SEAL)

Schlossberg & DiGirolamo
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740

A:\METEORLIAO

3434 0656

00046 00262

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D2012680 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

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

- Name Change (New Name) _____
- Change of Name
 - Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - Resignation of Resident Agent
 - Designation of Resident Agent and Resident Agent's Address
 - Other Change _____

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	\$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Schlossberg & Dignelano
134 West Washington St
Hagerstown MD 21740

TOTAL FEES \$10.00

Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3434 0657

00046 00263

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
METEORLITES PRODUCTIONS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JULY** **8, 1992** AT **11:13** 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**

\$ _____

D2012680

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 10 1992

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

013C3061506

A 396853



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

3434 0654

00046 00264

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

7/10/92 at 3:06 .m.

ARTICLES OF INCORPORATION 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,

Oct 28 10 09 AM '92

1

LENNIS J. WEAVER, CLERK

BY: _____

21928500

3433 0226

RECEIVED '92 JUL 10

STATE DEPARTMENT OF ASSESSMENTS & TAXATION PM 3 06

erg & DiGirolamo at Law Washington Street Hagerstown, 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.

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

3433 0238

00046 00267

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

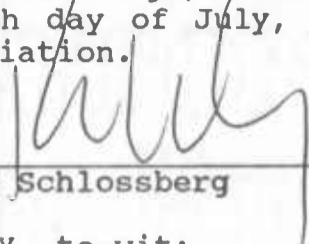
134 West Washington Street
Hagerstown, Maryland 21740

3433 0229

00046 00268

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

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 foregoing 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


Notary Public

& DiGirolamo
Law
Washington Street
Maryland 21740

3433 0230

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

B3



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Schlossberg + Di Girolamo
GPOB 4227
Hagerston, Md 21741

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

TOTAL FEES _____

_____ Check 20 Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: A

00046 00270

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED NOV 10 1992

RETURN TO:
SCHLOSSBERG & DI GIROLAMO
P.O. BOX 4227
HAGERSTOWN MD 21741

010C3061187

A 396552



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

07/02/92

8:55 a.m.

GROUP CLAIM ADMINISTRATORS, LTD.

ARTICLES OF AMENDMENT

RECEIVED

'92 JUL 2 AM 8 55

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 Taxation of 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.

Eric D. Linn
Eric D. Linn, Assistant Secretary

Frank U. Linn, PRESIDENT
Frank U. Linn, President

LENNIE J. WEAVER, CLERK

BY: _____

FILED
OCT 28 10 09 AM '92

21848282

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHWAB
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

00046 00272

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
D2845089 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
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NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Frank U. Linn Insurance, Ltd.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Frank U. Linn Insurance, Ltd
22 Broadway
Hagerstown, MD 21740

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: PAM

~~3432 1745~~
3432 1837

00046 00273

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 FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **JULY** 2, 1992 AT 8:55 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

\$ _____

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

MAILED NOV 10 1992

008C3060932

A 396311



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~102 1796~~

3432 1835

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

7/6/92 at 9:29 a.m.

ARTICLES OF REVIVAL

FOR

CARD-CRIS TRANSPORT, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

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

CARD-CRIS TRANSPORT, INC.

SECOND: The name which the corporation will use after revival

CARD-CRIS TRANSPORT, INC.

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUL 6 AM 9 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

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

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

FILED

OCT 20 10 10 AM '92

CECILE J. WEAVER (1)
CLERK
BY: _____

21888416

2188841605

FEB 18 AM 10 03

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

Charles W. Mummert
CHARLES W. MUMMERT
Last Acting President/Vice President

Eloise M. Mummert
Last Acting Secretary/Treasurer
Edna M. Mummert

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

~~2432 1819~~

00046 00276

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, ELOISE M. MUMMERT of CARO-CRIS TRANSPORT, INC.
(insert name and title) *Secy/Treas.* (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.

Eloise M. Mummert
(print name beneath signature)
ELOISE M. MUMMERT

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 _____
of county for which notary is appointed) (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

Doris M. Smith
(signature of notary public)

My Commission expires June 7, 1994.

~~3472 1520~~
~~3472 1500~~
3472 1507

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00277

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71

D2672020 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

BS Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Dixie C. Newhouse, Esq.
82 W. Washington St.
Hagerstown, MD 21740

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: AN

~~2172-1521~~
3432 100

00046 00278

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
CARO-CRIS TRANSPORT, INC.

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

MAILED NOV 10 1992

RETURN TO:
DIXIE C. NEWHOUSE, ESQ.
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740

008C3060871

A 396258



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~2472-14602~~

2472-14602
2/10/92

00046 00279

ASSESSMENTS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
FAMILY FOOT HEALTH SPECIALISTS, P.C.

DR. DALE S. HERMAN, D.P.M. 1:35 p.m.

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:

- 1. To own and carry on the business of the professional practice of podiatry medicine.
- 2. 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 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one. The name of the Director who shall act until the first

DENNIS J. WEAVER, CLERK
BY: _____

RECEIVED
92 JUL 27 PM 1:35
STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

OCT 28 10 10 AM '92

21888079

3432 1501

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 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

~~30720-1502~~

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.

~~3432 1504~~

00046 00283

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

WITNESS:



Dale S. Herman

(SEAL)

~~1992 1925~~
3432 1505

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00284
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: Jm T

NOTE:

120 W. Washington Street
Hagerstown, MD 21740

00046 00285 .

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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: MAILED NOV 10 1992
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: 3432 1900

00046 00286

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

07/01/92

at

8:25

RECEIVED

WASHINGTON COUNTY WRESTLING CLUB, INC.

'92 JUL 1 AM 8 25

ARTICLES OF INCORPORATION

STATE DEPT. OF ASSESSMENTS & TAXATION

FIRST: 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.

SECOND: 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 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 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

FILED

OCT 20 10 10 AM '92

LENNIE J. WEAVER, CLERK

BY:

21838350

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.

00046 00288

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 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 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 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.

~~3432 1298~~
3432 1298

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.

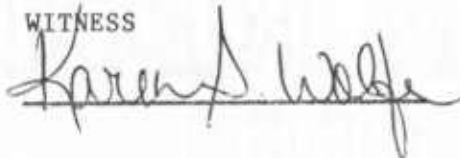
(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(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 30th day of June, 1992, and I acknowledge same to be my act.

WITNESS




Edward L. Kuczynski

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



OF THE CIRCUIT COURT
SHIRAZ COUNTY Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
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63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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85		Termination of Limited Partnership
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23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent and Resident Agent's Address _____

Other Change _____

Code _____

ATTENTION: Edward L. Kuczynski

MAIL TO ADDRESS: Kuczynski Building
55 N. Jonathan Street
Hagerstown, MD 21740

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: A

~~3175-1017~~

00046 00291

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

008C3060813

A 396205



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3432 1295

00046 00292

STATE DEPARTMENT OF AGRICULTURE AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

RIPPLE CONSTRUCTION COMPANY

07/01/92 at 8:41 a.m.

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

ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Ripple Construction Company.

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

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

(1) To engage in the business of home improvement and new home construction; and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 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 shall never be less than the minimum number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland as amended. The names of the directors who shall act until the first annual meeting and until their successors are duly chosen and qualified are: Robert Ripple.

FILED

0692\RIPPLE.AOI

Oct 28 10 10 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

21838329

RECEIVED

JUL 1 8 41 AM '92

DiGirolamo & Berg
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740

STATE RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

TENTH: (1) As used in this Article Tenth, 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

00046 00294

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 29th day of June, 1992, and I acknowledge the same to be my voluntary act and deed.

Angela I. Burgess
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

g & DiGirolamo
Law
Washington Street
Maryland 21740

0692\RIPPLEAOI

~~3432 1255~~
3432 1255

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____ Change of Name
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Thomas M. DiGirokamo</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>134 West Washington St.</u>
71		Financial	<u>P.O. Box 4227</u>
600		_____ Personal	<u>Hagerstown, MD 21740</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES _____

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

NOTE:

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 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:

\$

D3462637

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 10 1992

RETURN TO:
THOMAS M. DIGIROLAMO
SCHLOSSBERG & DIGIROLAMO
134 WEST WASHINGTON ST, BOX 4227
HAGERSTOWN MD 21740

008C3060805

A 396197



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~2422-2423~~

00046 00297

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
Russell E. Townsley, Secretary/Treasurer

Willis E. Weikert, Jr.
Willis E. Weikert, Jr., Executive Vice President

RECEIVED
JUL 2 AM 10 58
STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

7-2-92 at 10:58A.m.

Oct 28 10 11 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

21838300

3471 1079

3471 12

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00298

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D0230508 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10	_____	Expedited Fee	_____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Q of Associates, Inc
981 1/2 W. Acton Rd
Hagerstown, Md 21740

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

~~7171-1078~~
3431 1299

00046 00299

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

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

MAILED NOV 10 1992

MD 21740

005C3060440

A 395849



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

~~3431 1230~~
3431 1237

00046 00300

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SUMMERS AND HANES INSURANCE AGENCY INC.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

ARTICLES OF INCORPORATION 7-2-92 at 12:30p

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 HANES INSURANCE AGENCY INC.

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

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

(1) To 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, 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 AM '92

GENNIE D. WEAVER, CLERK
BY: _____

21888674 ~~2431 1009~~
2431 1009

00046 00301

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 2d day of July, 1992, and I acknowledge the same to be my act.

George T. Herman
George T. Herman

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Inc BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

George Herman
22 West 22nd St
Frederick, Md 21701

TOTAL FEES 70

Visa _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

~~3431 8957~~

3431 1011

ARTICLES OF INCORPORATION
OF
SUMMERS AND HANES INSURANCE AGENCY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 2, 1992 AT 12:32 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3460094

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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

A 395804



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2177-186-1009

00046 00304

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

OF

CESI MARYLAND, INC.

APPROVED FOR RECORD

6-29-92 at 307p

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: 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 attain said purposes.

THIRD: The address of the principal office of the Corporation in the State of Maryland is 14700 Citicorp Drive, Hagerstown, Maryland 21742.

STATE DEPT. OF ASSESSMENTS & TAXATION

FILED

92 JUN 29 PM 3 07

RECEIVED

92873.1

OCT 20 10 11 AM '92
GENNIE J. WEAVER, CLERK
BY: _____

21838226
3431 0886

00046 00305

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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00306

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>59</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>1</u>	Certified Copy <u>2p</u>	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code <u>161</u>
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	<u>6</u>	Corp. Good Standing <u>169119</u>	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 113

Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

CERTIFIED COPY MADE

COPY MADE

3431 0888

ARTICLES OF INCORPORATION
OF
CESI MARYLAND, INC.

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

OF MARYLAND JUNE 29, 1992 AT 3:07 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
\$ 20.00

RECORDING
FEE PAID:
\$ 20.00

SPECIAL
FEE PAID:
\$

D3459856

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HARBOR CITY RESEARCH
P. O. BOX 604
BALTIMORE

MAILED NOV 10 1992

MD 21203

005C3060361

A 395781



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

2431 0885

00046 00308

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

RECEIVED
'92 JUN 29 AM 9 12
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: I, WILLIAM W. McCAFFREY, whose post office address is 6 Cypress Street, Hagerstown, Maryland 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 Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

OCT 28 10 11 AM '92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

21818242

LENNIE J. WEAVER, CLERK APPROVED FOR PAYMENT

BY: 6-29-92 at 9:12a .m.

FILED
2001 JUN 29 10 11 AM '92

00046 00309

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

✓
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

3430 2000
3431 0015

material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 23 day of June, 1992, and I
acknowledge the same to be my act.

WITNESS

Christine Y Powell

William W. McCaffrey
WILLIAM W. McCAFFREY
Incorporator

310

VERIFICATION:

I do solemnly declare and affirm under the penalties of
perjury that the contents of the foregoing Articles of
Incorporation are true and correct to the best of my knowledge,
information and belief.

Date: 6/23/92

William W. McCaffrey
WILLIAM W. McCAFFREY
Incorporator

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

ay



00046 00311

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13		_____ Certified Copy _____	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>L. Wayne Powell</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Powell Associates, Inc.,</u>
87		_____ Limited Part. Good Standing	<u>1207 Hollyoak Road</u>
71		Financial	<u>Odenton, Md. 21113</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

34-53 21-001

00046 00312

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EXCELLENT HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 29, 1992** AT **9:12** O'CLOCK **A. M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3458635

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 10 1992

RETURN TO:
L. WAYNE POWELL
POWELL ASSOCIATES, 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. **2436 0006**
2436 0017

00046 00313

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SIXTE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL

FOR

APPROVED FOR RECORD

CATIND SERVICES, INC. 6/29/92 at 12:02

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was
CATIND SERVICES, INC.

SECOND: The name which the corporation will use after revival is
CATIND SERVICES, INC.

THIRD: The address of the principal office in this state is
1618 LANCASTER ST
BALTIMORE, MD 21231

RECEIVED
92 JUN 29 PM 12 02
STATE DEPT. OF
ASSESSMENTS & TAXATION

FOURTH: The name and address of the resident agent is
MIKE CATIND
1618 LANCASTER ST
BALTIMORE, MD 21231

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

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

FILED

Oct 28 10 11 AM '92

(1)

CENNIS J. WEAVER, CLERK

BY: _____

21818580

21818570 3470 2000 1430 1611

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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.

Mike Catino

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.

Mike Catino

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, NJ. Lema Accountant of CATINO SERVICES INC
(insert name and title) (insert name of corporation)

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

Shiam Spleme
(print name beneath signature)

I hereby certify that on June 29, 1992 before me the
(insert date)

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

Harford County personally appeared _____
of county for which notary is appointed) (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

Carol County
(signature of notary public)

My Commission expires 9/11/95.

~~3430 1613~~

3430 1613

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

W
ps



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71
D 2871432 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>39</u>	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	<u>20</u>	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	<u>30</u>	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	<u>6</u>	_____ Corp. Good Standing <u>169029</u>	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>NKiambi Jean Lema</u>
87	_____	_____ Limited Part. Good Standing	<u>301 E. 25th St</u>
71	_____	Financial	<u># 1</u>
600	<u>120</u>	<u>1990 - 91 - 92</u> Personal	<u>Balto Md 21218</u>
		Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 215

Check _____ Cash
1 Documents on 2 checks

APPROVED BY: PCM

NOTE:

~~2003~~

00046 00317

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
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 10 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. ~~3430 2004~~

3430 1610

APPROVED FOR RECORD

06-26-92 at 3:13 ARTICLES OF MERGER
Effective 06-30-92

RECEIVED

THESE ARTICLES OF MERGER, dated as of the ~~26th~~ ^{26th} day of ~~June~~ ^{June}, 1992, (hereinafter the "Articles"), are entered into by the entities named in Article SECOND hereof (hereinafter collectively the "Constituent Entities") pursuant to Section 3-109 of the 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 any 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 AM '92

LENNIE J. WEAVER, CLERK

BY: _____

2178880C ~~3470 1566~~
3430 1566

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:

<u>Class of Partnership Interest</u>	<u>Percentage of Partnership Interest</u>
General Partners	5%
Limited Partners	95%

(ii) The class of partners and the respective percentage of partnership interest in each class of the Merged Entity are as follows:

<u>Class of Partnership Interest</u>	<u>Percentage of Partnership Interest</u>
General Partners	5%
Limited Partners	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 (\$.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 it.

(d) Upon consummation of the Merger, the separate 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 in

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.

IN WITNESS WHEREOF, Fairview Orchards Landbesitz, Inc., and Fairview Orchards Landbesitz GmbH & Co. Vermögensverwaltungs 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, Secretary

FAIRVIEW ORCHARDS LANDBESITZ, INC.,
a Maryland corporation

By: 

Gerhard Ruess, President (SEAL)

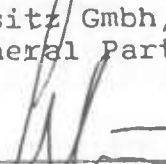
FAIRVIEW ORCHARDS LANDBESITZ GMBH &
CO. VERMOGENSVERWALTUNGS KG,
a German limited partnership

WITNESS/ATTEST:




Name

By: Fairview Orchards
Landbesitz GmbH,
its General Partner

By: 

Manfred Schöne,
Managing Director (SEAL)

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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE UNDERSIGNED, ~~Manfred Schöne~~ of Fairview Orchards Landbesitz Gmbh, general partner of Fairview Orchards Landbesitz Gmbh & Co. Vermögensverwaltungs 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

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00324

CLERK OF THE CIRCUIT COURT
Washington County Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

fs.

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor)

Fairview Orchards Landbesitz
GMBH + Co Vermoegensverwaltungs
KG, A Limited Partnership
P2174431

Surviving
(Transferee)

Fairview Orchards
Landbesitz, Inc.
D 3443850

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	<u>4</u>	Certificate of Conveyance <u>Washington County, MD</u>
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

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

Code 054

ATTENTION: Charles Moran

MAIL TO ADDRESS: _____

TOTAL FEES 86

_____ Check Cash

_____ Documents on _____ checks

APPROVED BY: JMT

NOTE:

CERTIFIED COPY MADE

2020-1572

00046 00325

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER
OF
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 FEE PAID:

RECORDING
FEE 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.

MAILED NOV 10 1992

RETURN TO:
SEMMEs, BOWEN & SEMMEs
250 WEST PRATT STREET
BALTIMORE

MD 21201

003C3060160

A 395603



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

00046 00326

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
PANGTECH, INC.

APPROVED FOR RECORD

6/26/92 at 12:00 .m.

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.

FILED

OCT 28 10 11 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

21788765

3430 1035

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 380, *Pangborn Boulevard*, Hagerstown, Maryland 21741-0380. The resident agent of the Corporation in this State is Pangborn Corporation, whose post office address is P.O. Box 380, *Pangborn Boulevard*, 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

~~7479-1479~~

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

~~3430 1480~~
3430 1037

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

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

~~7478 1482~~

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 26 day of June, 1992, and have acknowledged such Articles to be my act.

WITNESS





Todd K. Snyder, Incorporator

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00332

CLERK OF THE CIRCUIT COURT
Deputy Clerk
Washington County
Business and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>50</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code 063

ATTENTION: Todd Snyder

MAIL TO ADDRESS: _____

TOTAL FEES _____

1028 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

NOTE:

CERTIFIED COPY MADE

3430 1041

00046 00333

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
PANGTECH, INC.

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

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

MAILED NOV 10 1992

003C3060057

A 395520



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2430 103

00046 00334

APPROVED FOR RECORD

6/26/92 at 11:15 a.m.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION
OF
COUNTY PEDDLER, INC.
A MARYLAND CLOSE CORPORATION

STATE DEPT. OF ASSESSMENTS & TAXATION

1992 JUN 26 AM 11 15

RECEIVED

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.

FIRST: That Teddy D. Eichelberger of 339 N. Cannon Avenue, Hagerstown, Maryland 21740, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, does, under and by virtue of the law of the State of Maryland authorizing the formation of corporations, state his intention of forming a corporation by the execution, acknowledgment and filing of these amended Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Village Country Peddler, Ltd.

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

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

- A. To operate a retail business for the sale of gift and decorating items.
- B. To organize and promote craft shows and exhibits.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

FILED

OCT 28 10 11 AM '92

LENNIS J. WEAVER, CLERK

BY: _____

~~3430-1009~~

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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 aforesaid 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

00046 00336

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~~^{June}, 1992.

Teddy Dean Eichelberger (SEAL)

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

I HEREBY CERTIFY that on this 4 day of ~~May~~^{June}, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Teddy D. Eichelberger and acknowledged the foregoing Amended Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

William A. Main
Notary Public

My Commission Expires: 3/1/94

~~3430 1091~~

3430 0214

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00337

CLERK OF THE CIRCULE COURT
WASHINGTON COUNTY
Deeds and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 10A Jmo BUSINESS CODE _____ COUNTY 21

D3433943 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
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21	_____	Recordation Tax
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23	_____	Local Transfer Tax
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NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) Village Country Bldler, Lt.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Orner, Navin, Barton & Williams
207 South Potomac St.
Hagerstown, MD 21740

Attn: William P. Navin, Esq.

TOTAL FEES 20

Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: [Signature]

3430 0213

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
FEE PAID:

\$ _____

\$ 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.

MAILED NOV 6 1992

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.

3430 0211

00046 00339

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CERTIFICATE OF

MERGER

TRANSFER

CONSOLIDATION

SHARE EXCHANGE

TO: Clerk of the Circuit Court for WASHINGTON COUNTY
 Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of 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. VERMOEGEMSV ERWALTUNGS 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
NANCY GRUENINGER
ADMINISTRATIVE OFFICER

Oct 28 10 11 AM '92

LENNIE J. WEAVER, CLERK
BY: _____

3430 1532

00046 00340

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

WEAVER'S RESTAURANT, INC.

08/26/92 8:14 a.m.

ARTICLES OF SALE AND TRANSFER

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 organized 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

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 PM '92

DENNIS J. WEAVER, CLERK

BY

22398227 7444 0633

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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

stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: 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
TOTAL	\$ 170,000.00

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:**WEAVER'S RESTAURANT, INC.****ATTEST:**

Paula L. Moon
Paula L. Moon, Secretary

Phillip G. Moon
Phillip G. Moon, President

TRANSFEEE:**ROY R. PITTMAN, INC.****ATTEST:**


Penny G. Pittman
Penny G. Pittman, Secretary

Roy R. Pittman
Roy R. Pittman, President

00046 00344

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 to the 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.

3444 053

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

00046 00347

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

2444 0640

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BAS

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

~~Merging~~
(Transferor) Weaver's Restaurant,
Inc. D2295350

~~Surviving~~
(Transferee) Roy R. Pittman,
Inc.

D3470853

71

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>14</u>	<u>1</u> Certified Copy <u>8p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
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87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____
Scott L. Schubel

MAIL TO ADDRESS: _____
Wachs, Boone + Schubel
138 West Washington Street
Hagerstown, MD 21740-4769

TOTAL FEES 34

Check _____ Cash

_____ Documents on _____ checks

NOTE: copy made

APPROVED BY: [Signature]

00046 00349

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF TRANSFER
OF
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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

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 22 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

APPROVED FOR RECORD

PARAMOUNT OPTICAL, INC.

ARTICLES OF SALE AND TRANSFER

08-11-92 at 8:32 .m.

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.

SECOND: 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.

FILED

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the

BY: _____ 2237812C

Nov 12 12 35 PM '92

LENNIE J. WEAVER, CLERK

44 0482

CLERK OF THE CIRCUIT 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.

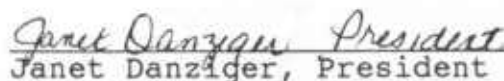
NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a resident of the State of Maryland, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be 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:

PARAMOUNT OPTICAL, INC., Transferor


Assistant Secretary


Janet Danziger, President

JOHN WEIBLE, Transferee



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

SCHEDULE IEQUIPMENT 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
1	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
1	Garbage can

00046 00354

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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
30	Cords
10	Metal chains
18	Magnifiers
27	Screwdrivers
2	Wind shields
10	Floats
7	Luminex clothes
2	Temple cover replacement and kits
	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

3444 0496

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

DOCUMENT CODE 12 0 BUSINESS CODE _____ COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

~~Merging~~
(Transferor) _____
Paramount Optical, Inc.
D 2151991

~~Surviving~~
(Transferee) _____
John Weible
(Individual)

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	<u>4</u>	Other <u>Xerox copy</u>
	_____	Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____
William S. Barton

MAIL TO ADDRESS: _____
Urner, Nairn, Barton + William
207 South Potomac Street
Hagerstown, MD 21740

TOTAL FEES 24

Check Cash

Documents on _____ checks

NOTE: Copy made

APPROVED BY: JmT

00046 00356

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF TRANSFER
OF
PARAMOUNT OPTICAL, INC.
(A MD CORP.)
AND
JOHN WEIBLE
(AN INDIVIDUAL)

TRANSFEROR

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.

MAILED JAN 2 1993

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.

3444 0491

00046 00357

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

8/25/92 at 8:31 a.m.

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:

FIRST: 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, INC.

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.

(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.

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 21 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:

J. F. WEBBER CONSTRUCTION, INC.

Secretary (Signature)

By: (Signature) (SEAL) President

FILED

NOV 12 12 35 PM '92

CLERK OF THE CIRCUIT COURT BY: _____

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION RECEIVED 25 AUG 25 8 31 AM '92

22388231

3443 2770

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

p.s.

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D3098621 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) Mountain View Sports, Inc.

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

Code _____
ATTENTION: D. Clair Baker, Jr., Esq.

MAIL TO ADDRESS: Room 216
138 West
Washington St.
Hagerstown, MD
21740

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00046 00359

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

MAILED JAN 22 1993

RETURN TO:
G. CLAIR BAKER, JR., ESQUIRE
ROOM 216, 138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

042C3062459

A 400281



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3443 2769

00046 00360

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ARTICLES OF REVIVAL

APPROVED FOR PAYMENT

08/13/92 at 11:16 a.m.

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.
- SECOND: The name which the corporation will use after revival is White Oaks Estate Health and Reconditioning Center, Inc.
- THIRD: The address of the principal office in this state is 47 North Potomac Street, Hagerstown, MD 21740
- FOURTH: The name and address of the resident agent is Kenneth W. Graber, 47 North Potomac Street, Hagerstown, MD 21740
- FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.
- SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

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.

RECEIVED

'92 AUG 13 AM 11 18

STATE DEPT. OF ASSESSMENTS & TAXATION

[Signature] Pres.

Last Acting President/Vice President

STATE DEPT. OF ASSESSMENTS & TAXATION

[Signature]

Last Acting Secretary/Treasurer

FILED

22 6 11 12 1992

[Signature]

RECEIVED

Nov 12 12 35 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

2443 1289

22348262

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) Washington County personally appeared (name of person swearing) Elvan W. Atherly 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) D. L. McHenry

My commission expires Dec 1, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



RT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 77
D0904987 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
White Oak Estate Health
47 North Potomac Street
Hagerstown, MD 21740

TOTAL FEES 30

Check _____ Cash

NOTE:

Documents on _____ checks

3443 1291

APPROVED BY: Jm T

00046 00363

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
WHITE OAKS 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 11:16 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

00904987

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1993

RETURN TO:
WHITE OAK 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

00046 00364

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

KELLER-STONEBRAKER INSURANCE, INC.

Articles of Amendment

8-5-92 83R

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:

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 in this State. ✓

FILED

RECEIVED

'92 AUG 5 AM 8 01

DEPARTMENT OF ASSESSMENTS AND TAXATION

Nov 12 12 35 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

2443 1272

22188217

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.

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, 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 29th 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 1277

00046 00366

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th 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.

Cathy M. Dixon

Notary Public

Cathy M. Dixon

My Commission Expires: 6-1-96

3443 1274

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



DURT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09

BUSINESS CODE

03

COUNTY

71

18 01274576 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>7</u>	Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change (New Name) _____

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

delete close

76 Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Scott Schukel
138 W. Wash. St.
Hagerstown Md
21740-476

TOTAL FEES

49

Check Cash

Documents on 2 checks

APPROVED BY: *gjo*

NOTE:

delete close
copy made

00046 00368

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
KELLER-STONEBRAKER INSURANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 5, 1992 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 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 \$ 1.00 all of one class, and having an aggregate value of \$ 1000.00.

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; 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 August 19, 1992 (date), and severally acknowledge the same to be our act.

Maria A Rodriguez
Maria A. Rodriguez

Danielle Ingecrou
Witness

Frank Rodriguez
Frank Rodriguez

Carleen Smalley
Witness

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Nov 12 12 35 PM '92

APPROVED FOR PAYMENT

TENNIS S. WEAVER, CLERK

8-20-92 at 8:47 a.m.

RECEIVED
NOV 20 8 02 AM '92
3443 0210

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
70		Property Reports and _____ late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Juan H. Rodriguez
1302 Peach Tree Ct.
Frederick, Md.
21702

TOTAL FEES 40

Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: SMA

00046 00371

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

MAILED JAN 22 1993

MD 21702

040C3061978

A 399865



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2443 0209

00046 00372

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION

OF

BEVANS, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8/14/92 at 9:01 a.m.

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.

FILED

Nov 12 12 35 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

22278385 1643

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.

(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.

(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 GORMAN E. GETTY, III (SEAL)

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 13 day of Aug., 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 foregoing Amended Articles of Incorporation to be his act and deed.

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

Vickie A. Spockey
NOTARY PUBLIC

My Commission Expires:

10/1/94

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

BAS

DOCUMENT CODE 10 BUSINESS CODE _____ COUNTY 71
D 3444304 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Gorman E Getty, III</u>
71	_____	Financial	<u>23 Washington Street</u>
600	_____	_____ Personal	<u>P.O. Box 1485</u>
	_____	Property Reports and late filing penalties	<u>Cumberland, MD 21501-1485</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 31

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: Jam

NOTE: Copy made

00046 00378

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION
OF
BEVANS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE 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.

MAILED JAN 22 1993

RETURN TO:
GORMAN E. GETTY, III
23 WASHINGTON ST.
P.O. BOX 1485
CUMBERLAND

MD 21501 1485

036C3061668

A 399574



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3441 1642

00046 00379

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

APPROVED FOR RECORD

8-14-92 at 8:43A .m.

FILED

1 Nov 12 12 36 PM '92

22278393

BY: MICHAEL J. WEAVER, CLERK

BY: 22278392 3441 2148

CLERK OF THE CIRCUIT 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 foregoing 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 F. Jordan
TOBIAS JORDAN, Secretary

By: Ralph Richmond
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.

By: Ralph Richmond
RALPH RICHMOND, President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
D2107555 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other
	_____	Other

Name Change (New Name) _____

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

Code 029

ATTENTION: Gerald K. Gimmel

MAIL TO ADDRESS: _____

TOTAL FEES 29

Check Cash

NOTE: Copy made

1 Documents on 2 checks (20.00 + 9.00)

APPROVED BY: [Signature]

00046 00382

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
U.S.A. CARTAGE, INC.

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

MAILED JAN 22 1993

RETURN TO:
GIMMEL, WEIMAN, ERSEK &
BLONBERG, P.A.
4 PROFESSIONAL DRIVE, STE 145
GAITHERSBURG MD 20879

035C3061567

A 399486

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3441 2147



APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

8/14/92 at 8:32 a.m.
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 thereto hereafter made

FILED

Nov 12 12 36 PM '92

22308223

LENNIS J. WEAVER, CLERK

BY: _____

3441 2511

00046 00384

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(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

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

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CLERK OF THE CIRCUIT 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:

Linda L. Punt

Lynn F. Meyers
Lynn F. Meyers

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

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

ATTENTION: _____

Linda L. Punt

MAIL TO ADDRESS: _____

Meyers, Young & Grove

P.O. Box 1267

Hagerstown, MD 21741-12

TOTAL FEES 40

Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: pam

00046 00388

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 8:32 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 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.

7441 2510

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:

(1) To operate a metal fabricating facility; 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 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.

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.

FILED
NOV 12 12 36 PM '92
TENNIS J. WEAVER, CLERK
BY: _____
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SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Board of Directors of the Corporation:

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

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

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

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

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

(2) The Corporation shall indemnify and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent 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 19th day of June, 1992, and I acknowledge the same to be my act.

WITNESS:

Jul Deatt

Terry R. Roane
Terry R. Roane

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

I HEREBY CERTIFY, That on this 19th 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.

Jul Deatt
Notary Public

My Commission Expires: 5/1/96

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
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21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

Kent N. Oliver

MAIL TO ADDRESS: Miller,

Oliver, Beachley &

Stone, Attorneys at

Law, 28 West Washing

Street, P.O. Box 1269

Hagerstown, Md.
21741-1269

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00046 00393

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTORNEYS AT LAW
28 WEST WASHINGTON STREET
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

031C3060932

A 398901



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

00046 00394

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ARTICLES OF INCORPORATION
OF
MANNY'S ORIENTAL RUG & GALLERY, INC.

8-3-92 at 9:20a

THIS IS TO CERTIFY:

FIRST: That the subscriber, Lawrence L. Bell, 11921 Rockville 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.

THIRD: The purpose or purposes for which the Corporation is 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.

(b) To engage in any business, allied or kindred or associated with any of the principal objects of the Corporation.

(c) 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.

(d) 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 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.

(f) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person,

RECEIVED
NOV 9 20
MANNY'S ORIENTAL RUG & GALLERY, INC.

FILED

Nov 12 12 36 PM '92

JENNIE J. WEAVER, CLERK
BY _____

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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.

(l) 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.

(n) The foregoing enumeration of the purposes, powers, objects 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.

FIFTH: 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:

(a) 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 (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.

(e) 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 or 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

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,

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).

(b) 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 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

matter, unless a greater proportion is required by the Charter of the Corporation.

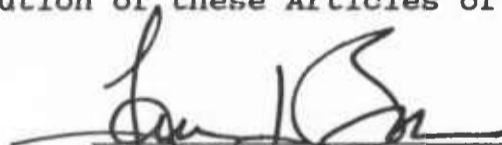
(b) The Corporation reserves the right from time to time to make any amendments of its charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no 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
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>14</u>	<u>1</u> Certified Copy <u>8p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

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

Code 057
ATTENTION: Michele Beaubien

MAIL TO ADDRESS: _____

TOTAL FEES 54

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JAN 22 1993

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.

00046 00404

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 actually resides therein. ²¹⁷⁴⁰

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.

Lewis M. Coss (SEAL)
Lewis M. Coss
Mary L. Coss (SEAL)
Mary L. Coss
Dwayne R. Coss (SEAL)
Dwayne R. Coss, Directors

ATTEST
Mary L. Coss Secretary
DATED: July 31, 1992
Nov 12 12 35 PM '92
LEWIS J. WEAVER, CLERK
President
2439 1627
22178301

STATE DEPARTMENT OF ASSESSMENTS
F.I.J. TAXATION
RECORD

8-4-92 at 11:12 A.M.

RECEIVED

'92 AUG 4 8 11 AM '92

STATE DEPT. OF ASSESSMENTS
& TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

P.S.



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

00598052 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) Coss's Country Market, Inc.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert B. Stone
120 North Potomac St.
Hagerstown, MD 21740

TOTAL FEES 20

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

00046 00407

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 FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
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 1993

RETURN TO:
ROBERT B. STONE
120 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

029C3060764

A 398743



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3473 1626

00046 00408

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

RECEIVED

'92 JUL 31 AM 8 21

GATEWAY SEAFOOD HOUSE, INC.

STATE DEPT. OF
ASSESSMENTS & 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.


Wayne Stouffer, President

(CORPORATE SEAL)


Betty Geyer, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

7-31-92 at 8:21 A.m.

22138203

Nov 12 12 36 PM '92

2439 1497
LENNIE J. WEAVER, CLERK

BY: _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



URT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D1025428 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>7.00</u>	<u>1</u> Certified Copy <u>1</u>	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>048</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>MARGARET R. ROBERTS</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: <u>Macphly,</u>
87	_____	_____ Limited Part. Good Standing	<u>Julia Macphly</u>
71	_____	Financial _____ Personal	<u>35 East Washington St</u>
600	_____	Property Reports and late filing penalties	<u>Hagerstown, MD 21740</u>
70	<u>\$10.00</u>	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES \$17.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

NOTE:

CERTIFIED COPY MADE 1998

00046 00410

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT
OF
GATEWAY SEAFOOD HOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 31, 1992 AT 8:21 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

\$ _____

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.

MAILED JAN 22 1993

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN: MARGARET R. ROBERTS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

029C3060737

A 398721



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO: 340 192

.00046 00411

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF
TOP FLIGHT AIRPARK, INC.

THIS IS TO CERTIFY:

8-3-92 3:09p
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. PETERSON
Secretary

FILED

Nov 12 12 36 PM '92

TENNIS J. WEAVER, CLERK

3438 2777

22178355

00046 00412

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF VIRGINIA
COUNTY OF PRINCE WILLIAM, to-wit:

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 Articles of Amendment to be their respective acts.

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

Eileen P. Parker
Notary Public

My commission expires: June 30, 1995

3478 2778

P. 03

AUG - 3-92 MON 15:09

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

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 7
10 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61		Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	<u>20</u>	Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51	<u>8</u>	Foreign Name Registration	
13		<u>1</u> Certified Copy <u>20</u>	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Eileen Tanner</u>
71		Financial	<u>1424 Davis Ford Rd</u>
600		_____ Personal	<u>Woodbridge, VA 22192</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 98
Visa _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: AS

NOTE: **CERTIFIED COPY MADE** 2779

00046 00414

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
EILEEN TANNER
1424 DAVIS FORD RD.
WOODBIDGE

VA 22192

027C3060443

A 398457



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3438 2776

00046 00415

original

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE HAGERSTOWN PAINT AND GLASS COMPANY

ARTICLES OF AMENDMENT

7-29-92 10:29 AM

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:

FIRST: 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:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, and the holders of Class B common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders.

That further, the Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before the issuance of the shares, the preferences, rights, voting powers, restrictions and limitations as to dividends, qualifications, or the terms or conditions of redemption of, and the conversion rights of, such shares."

RECEIVED

'92 JUL 29 AM 10 29

STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

Nov 12 12 36 PM '92

MAN: 221-0507/92
BY: WEAVER, CLERK

22128205 438 2709

THIRD: 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.

FOURTH: 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.

FIFTH: By unanimous written consent of all the Directors of the Corporation, dated as of July 16, 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.

SIXTH: By unanimous written consent of all the Stockholders of the Corporation, dated as of July 16, 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 16 day of July, 1992, 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
COMPANYLouis J. SwannTimothy Palkowitz - secretaryBy: Steve Palkowitz
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
0233445 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>078</u>
80	_____	For. Limited Partnership	ATTENTION: <u>J. Jones</u>
83	_____	Cert. Limited Partnership	<u>Lloyd</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 20

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00046 00418

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 22 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. 3438 2708

00046 00419

STATE DEPT. OF ASSESSMENTS & TAXATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

JK

7-30-92 9:14a

J.C.B. PROPERTIES, INC.

RECEIVED
92 JUL 30 AM 9:14
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF AMENDMENT

J.C.B. Properties, Inc., a Maryland Corporation, having 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 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 June, 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

Janelle K. Flook
Janelle K. Flook, Secretary

BY: *Charles R. Semler, Jr.*
Charles R. Semler, Jr., President

NOV 12 12 36 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

22128426

3438 2003

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



RT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
D2826196 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Omer Kaylor Jr
123 W. Wash. St
Hagerstown Md 2740

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00046 00421

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
J.C.B. PROPERTIES, INC.

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

MAILED JAN 22 1993

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 2000

00046 00422

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPT. OF ASSESSMENTS AND TAXATION

RECEIVED

'92 JUL 30 AM 9 06

C.R. SEMLER, INC.

7/30/92

906a

ARTICLES OF AMENDMENT

STATE DEPT. OF
ASSESSMENTS & TAXATION

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 June, 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.

Janelle K. Flook
Janelle K. Flook, Secretary

FILED
BY: *Charles R. Semler, Sr.*
Charles R. Semler, Sr., President

Nov 12 12 36 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

22128148 1974

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

DOCUMENT CODE 09

BUSINESS CODE _____

COUNTY 71

A0685586 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

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

ATTENTION: _____

MAIL TO ADDRESS: _____

Omer Kayler Jr
123 W. Wash. St
Hagerstown Md
21740

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

3438 1975

APPROVED BY: [Signature]

00046 00424

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
C. R. SEMLER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 30, 1992 AT 9:06 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
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 22 1993

RETURN TO:
OMER KAYLOR, JR.
123 W. WASH ST.
HAGERSTOWN

MD 21740

026C3060288

A 398323

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3439 1992



00048 80425
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

JS

ARTICLES OF INCORPORATION OF THE
THE LANDINGS AT PINEY POINT HOMEOWNERS ASSOCIATION, INC
7-30-92 929a

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.

THIRD: 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

MKG:U0086.1:07/29/92

NOV 12 12 36 PM '92

JENNIE J. WEAVER, CLERK
BY: _____

22128495

3438 0736

00046 00426

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;

00048 00427
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.

SIXTH: Every person or entity who is a record Owner of a fee 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

00046 00428

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:

00046 00429

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

William E. Murray

50 East 77th Street, #5C
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

00046 00430
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.

FOURTEENTH: The Association shall have all the powers set 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.

FIFTEENTH: 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

00046 00431

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.

00046 00432

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

WITNESS:

[Signature]

[Signature] (SEAL)
HILTON C. SMITH, JR.

STATE OF Maryland
County of Washington)

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 30th day of July, 1992.



[Signature] (SEAL)
NOTARY PUBLIC

My Commission expires: 9-1-95

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 20 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	_____	Rec. Fee (Amendment)	_____ Change of Resident Agent
63	_____	Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64	_____	Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65	_____	Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66	_____	Rec. Fee (Revival)	_____ Other Change _____
52	_____	Foreign Qualification	
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	<u>14</u>	<u>1</u> Certified Copy <u>sp</u>	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>078</u>
80	_____	For. Limited Partnership	ATTENTION: <u>Marc Cohen</u>
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
	_____	Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 104
Mastercard check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: [Signature]

NOTE:

CERTIFIED COPY MADE

00046 00434

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE LANDINGS AT PINEY POINT HOMEOWNERS
ASSOCIATION, INC.

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

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
OBER, 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 2438 0735

00046 00435

CLERK OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
WASHINGTON COUNTY

SIDELING HILL CORPORATION APPROVED FOR RECORD

ARTICLES OF INCORPORATION at 1:38 PM

FIRST: THE UNDERSIGNED, Dianna L. Brown, 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.

SECOND: The name of the corporation (which is 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:

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 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 B. Bowen, 100 Robinwood Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value \$0.10 per share) amounting in aggregate par value to \$10,000.00. All of such shares are initially classified as "Common Stock". The Board

Nov 12 12 36 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

516.2020148:07/29/92
9284-20

22128170 0427

RECEIVED
ASSESSMENTS AND TAXATION
NOV 29 12 39 PM '92

FILED

of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this 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

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

(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

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 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change
20	<u>30</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>048</u>
80	_____	For. Limited Partnership	ATTENTION: <u>Nianna</u>
83	_____	Cert. Limited Partnership	<u>Brown</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	_____
		late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

00046 00443

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JAN 22 1993

RETURN TO:
PIPER & MARBURY
ATTN: DIANNA BROWN
1100 CHARLES CENTER SOUTH
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 3438 0426

00046 00444

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

07-17-92 at 9:11

JEFFCOURT REALTY, INC.

ARTICLES OF INCORPORATION

BS

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, 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 Jeffcourt Realty, Inc.

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

1. To engage in the acquisition, development, management, sale and financing of real property and interests in real property.

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 any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: 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, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

RECEIVED

RECEIVED JUL 17 AM 9:11 DEPARTMENT OF ASSESSMENTS & TAXATION

BY: [Signature] NEAVER, CLERK 22118430

22118429



438 0382

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.

00046 00446

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 15th day
of July, 1992.

WITNESS:

Linda L. Punt

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.

3438 0394

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

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

ATTENTION: _____

Linda L. Punt

MAIL TO ADDRESS: _____

Meyers, Young + Grove

P.O. Box 1267

Hagerstown, MD 21741-1267

TOTAL FEES 60

Check _____ Cash

NOTE:

1 Documents on 2 checks (40.00 + 20.00)

APPROVED BY: JmT

00046 00448

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JEFFCOURT REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 17, 1992 AT 9:11 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 40.00

\$ 20.00

\$

D3476314

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
LINDA L. PUNT
MEYERS, YOUNG & GROVE
P.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 0381

00046 00449

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY 1992

I hereby resign as the Resident Agent for GRO-CON, INC.

Robert M. Goldman
ROBERT M. GOLDMAN

22098517

STATE DEPARTMENT OF ASSESSMENTS & TAXATION
FILED JUL 26 1 35 PM '92
RECEIVED
Nov 12 12 37 PM '92
LENNIE J. WEAVER, CLERK
BY: _____

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
7-21-92 at 1:35 P. .m.

3437 1584

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00450

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

Room 819
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D0324533 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>048</u> _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>MARGARET R. ROBERTS</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial _____ Personal	
600	_____	Property Reports and late filing penalties	
70	<u>\$10.00</u>	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES \$10.00

1 Check _____ Cash
1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

3437 1585

00046 00451

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 22 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.

3427 1987

00046 00452

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY P.A.S.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SOUTH POINTE HOMEOWNERS ASSOCIATION, INC.

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

07/24/92 at 1:53 p.m.

RECEIVED
1992 JUL 24 PM 1 53
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

THESE ARTICLES OF INCORPORATION, made this 22nd 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 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

LENNIE J. WEAVER, CLERK
BY: _____

22068408

2437 0999

00046 00453

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

2.1.4 To do and perform any and all acts and things 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. ✓

3.2 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.

4.1 The Association is not authorized or empowered to issue capital stock of any type or class.

4.2 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.

5.1 The Association's membership shall consist of and be limited to all of the Owners, as that term is defined by the Declaration.

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 foregoing may be amended from time to time.

Article 7. Perpetual existence. 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. Indemnification Of Directors, Officers, Agents And Employees.

9.1 No director, or officer who also serves as a director of the Association shall be liable to the Association or to any

other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

9.2 To the maximum extent permitted by Maryland law, the 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

Association having the rights thereunder held by a stockholder of a stock corporation.

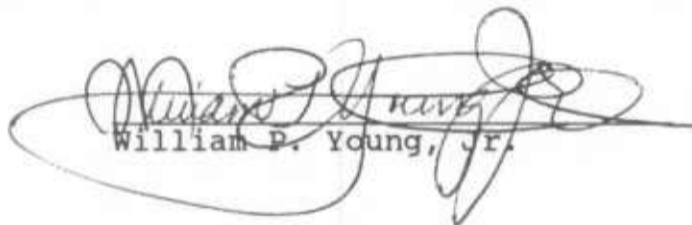
10.2 Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the Association's membership by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

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.


William P. Young, Jr. (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



URT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 2 Jms BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Am

00046 00458

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SOUTH POINTE HOMEOWNERS ASSOCIATION, INC.

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

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: HELEN LUBINSKI
307 DOLPHIN ST.
BALTIMORE

MD 21217

023C3062681

A 397911



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

7437 0357

CORPORATION RECORDS

00046 00459

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Children's Home • Special Education School

P.O. Box 439



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.

Paul Lindman
Secretary

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.

Paul B. Cox, Jr.
Trustee (Other than Secretary)

22658300

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED
1992 SEP 21 11 48 AM '92

APPROVED FOR RECORD

DEC 16 12 54 PM '92

9-21-92 at 9:11 A.m.

LENNIE J. WEAVER, CLERK

3450 1325

WILLIAM DONALDSON SCHEER
Governor
CIRCUIT COURT
WASHINGTON COUNTY



LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D0223291 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____
600	_____	_____ Personal
70	\$10.00	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

- Name Change
(New Name) _____
- Change of Name
 - Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - Resignation of Resident Agent
 - Designation of Resident Agent and Resident Agent's Address
 - Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Cedar Ridge
Children's Home and School Inc
P.O. Box 439
Williamport MD
21795-0439

TOTAL FEES \$10.00

_____ 1 Check _____ Cash
_____ 1 Documents on _____ 1 checks

NOTE:

APPROVED BY: RMC

00046 00461

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
CEDAR RIDGE CHILDREN'S 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:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

0223297

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1993

RETURN TO:
CEDAR RIDGE CHILDREN'S HOME &
SCHOOL, INC.
P.O. BOX 439
WILLIAMSPORT

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

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

WASHINGTON COUNTY

msj

(See instructions on reverse side)

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

APPROVED FOR RECORD

FIRST: The undersigned Shelley M. Wallace
whose address is 13615 Wolfsville Rd.
Smithsburg, Md 21783, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

9/16/92 at 9:03 a.m.

SECOND: The name of the corporation is Seraphim Designs, Inc.

THIRD: The purposes for which the corporation is formed are as follows: ¹⁾ To sell self-made beaded jewelry, teach bead-stringing classes, sell beads & jewelry-making supplies; to ²⁾ rent & sell used clothing & costumes; ³⁾ contract for temporary secretarial services.

FOURTH: The post office address of the principal office of the corporation in Maryland is 13615 Wolfsville Road
Smithsburg, Md 21783

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Shelley M. Wallace, 13615 Wolfsville Rd., Smithsburg, Md 21783

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 3 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Shelley M. Wallace-President
Henry P. Ward Secretary
Katherine Ward - Treasurer

EIGHTH:

NINTH: WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO: Shelley M. Wallace
13615 Wolfsville Rd.
Smithsburg, Md 21783
Henry P. Ward
13615 Wolfsville Rd.
Smithsburg, Md 21783
Katherine Ward
Horshoe Bend
Sharpsburg, Md

SIGNATURE(S)
Shelley M. Wallace
Henry P. Ward
Katherine Ward

FILED

DEC 16 12 54 PM '92
LENNIS J. WEAVER, CLERK
BY: _____
DY: _____

2450 1228

22628274

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 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.
- 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

00046 00464

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Jmo BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____
ATTENTION: Shelley M. Wallace

MAIL TO ADDRESS: 13615 Wolfsville Rd.
Smithburg, md 21787

TOTAL FEES 40

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

00046 00465
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
SHELLEY M. WALLACE
13615 WOLFVILLE ROAD
SMITHSBURG

MD 21783

060C3061878

A 402384



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3450 1227

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

[Handwritten Signature]

(See instructions on reverse side.)

FIRST: The undersigned Kevin A. Pohl
whose address is 13036 Independence Road Clear Spring, Maryland 21722

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 Tri-State Motorcycle Service, Inc.
(A Closed Corporation)

THIRD: The purposes for which the corporation is formed are as follows: Motorcycle repair
and service - Sale of parts and accessories

FOURTH: The post office address of the principal office of the corporation in Maryland is 9 N. Westside Avenue
Mail Only (P O Box 779) Funkstown, Maryland 21734

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Kevin Pohl
13036 Independence Road Clear Spring, Maryland 21722

SIXTH: The corporation has authority to issue 1000 shares at \$ 10.00 Ten Dollars
par value per share.

SEVENTH: The number of directors of the corporation shall be 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Kevin A. Pohl

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

RETURN TO:
T. A. Davis
1023A Maryland Avenue

SIGNATURE(S)
Kevin Pohl

ASSESSMENTS & TAXATION
192 SEP 16 10 37
RECEIVED

Hagerstown, Maryland 21740 DATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ATS-113

LENNIE S. WEAVER, CLERK
BY: _____

APPROVED FOR PAYMENT

22618088

9-16-92 at 11:37a.m.

3450 0717

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnership	ATTENTION: _____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>T. A. Davis</u>
71		Financial	<u>1023A Maryland</u>
600		_____ Personal	<u>Avenue</u>
		Property Reports and late filing penalties	<u>Hagerstown, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21740</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE: _____
3450 0718

00046 00468

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 AT 11:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JAN 22 1993

RETURN TO:
T.A. DAVIS
1023A MARYLAND AVE.
HAGERSTOWN

MD 21740

060C3061778

A 402300



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3450 0716

ARTICLES OF INCORPORATION FOR A STOCK 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 is Slender 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 is _____

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 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are _____

Sylvia Myers

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

RETURN TO:

T. A. Davis

1023A Maryland Avenue

Hagerstown, Maryland 21740

SIGNATURE(S)

Sylvia Myers

ATS-113

Dec 16 12 54 PM '92 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3450-071

RECEIVED BY CLERK

22618087

APPROVED FOR PAYMENT

9-16-92 at 11:37a.m.

RECEIVED
'92 SEP 16 AM 11 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

P.S.



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>28</u>	Organ. & Capitalization
61	<u>28</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

T. A. Davis
1023A Maryland
Avenue
Hagerstown, Md.
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00471
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 1993

RETURN TO:
T. A. DAVIS
1023A MARYLAND AVE.
HAGERSTOWN

MD 21740

060C3061777

A 402299



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2450 0713

CORPORATION RECORDS

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

00046 00472

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

FOURTH: The post office address of the principal office of the corporation in Maryland is _____

825 South Potomac Street

Hagerstown, Maryland 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are _____

Philip Marshall

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 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are _____

Philip Marshall

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

RETURN TO:

T. A. Davis

1023A Maryland Avenue

Hagerstown, Maryland 21740

SIGNATURE(S)

Philip Marshall

RECEIVED
SEP 16 AM 11 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

DEC 16 12 54 PM '92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

22618033 3450 0711

APPROVED FOR PAYMENT

BY: _____

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

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

T. A. Davis
1023 A Maryland
Avenue
Hagerstown, Md.
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00474

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

060C3061776

A 402298



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

3450 0710

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

Curtis L. Miller
Curtis 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
Curtis L. Miller, President

22628210

FILED STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

DEC 16 12 54 PM '92
APPROVED FOR RECORD
9-18-92 at 8:27 A.m.

LENNIE J. WEAVER, CLERK

BY: _____

WILLIAM DONALD SCHAEFER CIRCUIT COURT
Governor WASHINGTON COUNTY

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 819
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D1927078 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	\$10.00	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Kuczyński's Kuczyński P
55 North Jonathan St
Hagerstown MD 21740

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

NOTE:

7449 1120

APPROVED BY: RMC

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:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

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 22 1993

RETURN TO:
KUCZYNSKI & KUCZYNSKI, P.A.
55 NORTH JONATHAN ST.
HAGERSTOWN MD 21740

059C3061764

A 402186



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3449 1118

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
ARTICLE OF INCORPORATION AND TAXATION
OF APPROVED FOR RECORD
HAGERSTOWN ORGAN CO., INC.

ASSESSMENT & TAXATION
RECEIVED
9/17/92
SEP 10 10 12 AM '92

THIS IS TO CERTIFY THAT: HARRY ALLEN BARNHART, 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, Hagerstown, Maryland. The name and post office address of

NYDER & POOLE, PA
ATTORNEYS AT LAW

FILED
DEC 18 12 54 PM '92
TENNIS J. WEAVER, CLERK

22618090

[REDACTED]

00046 00479

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 4th day of September, 1992, and I acknowledge the same to be my act.

WITNESS:

Judith A. Boyer

Harry Allen Barnhart
Harry Allen Barnhart

3449 0635

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Judith A. Boyer

Robert Henry Yeakle
Robert Henry Yeakle

Judith A. Boyer

Craig Phillip Doyle

Craig Philip Doyle

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 4th day of September, 1992, the above-named HARRY ALLEN BARNHART, personally appeared before me and made oath in due form of law that the matters and facts set forth in the foregoing 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.

Judith A. Boyer (SEAL)

My Commission Expires: 11/1/95

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 4th day of September, 1992, the above-named ROBERT HENRY YEAKLE, personally appeared before me and made oath in due form of law that the matters and facts set forth in the foregoing 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.

Judith A. Boyer (SEAL)

My Commission Expires: 11/1/95

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 4th day of September, 1992, the above-named CRAIG PHILIP DOYLE, personally appeared before me and made oath in due form of law that the matters and facts set forth in the foregoing Agreement with respect to the Article of Incorporation of Hagerstown Organ

00046 00481

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.

NOTARY PUBLIC
WASHINGTON COUNTY
1995

My Commission Expires: 11/1/95

Judith A. Blayer (SEAL)

3449 0637

STATE OF MARYLAND

CLERK



WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Snyder & Poole
Attorney at Law
28 Jonathan Street
Hagerstown, Md.
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pom

00046 00483

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 22 1993

RETURN TO:
SNYDER & POOLE
ATTORNEYS AT LAW
28 JONATHAN ST.
HAGERSTOWN

MD 21740

059C3061671

A 402095



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

3443 0633

Roy R. Pittman, Inc., a close corporation,
changing its name to Weaver's Restaurant, Inc.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

Articles of Amendment

9/14/92 at 8:30

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,

and, under the penalties of perjury, that the matters

DEC 8 V. H. 833 2661

FILED

DEC 16 12 54 PM '92

3448 2060

LENNIE J. WEAVER, CLERK
BY: _____

22588385

22588384

CLERK OF THE CIRCUIT COURT

and facts set forth here ^{WASHINGTON COUNTY} respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Penny G. Pittman
Penny G. Pittman, Secretary

Roy R. Pittman
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.

Janet L. Smith
Notary Public

My Commission Expires:
11-01-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

CL



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
D3470853 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other
	_____	Other

Name Change (New Name) Weaver's Restaurant, Inc.

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

Code _____

ATTENTION: Scott L. Schubel

MAIL TO ADDRESS: Wachs, Poone and Schubel, P.A., Attorneys at Law, 138 West Washington Street Hagerstown, md. 21740-4769

TOTAL FEES 28

Check Cash

Documents on _____ checks

NOTE: copy made

APPROVED BY: PCM

00046 00487

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
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 22 1993

RETURN TO:
WASHCHS, BOONE, AND SCHUBEL, P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740 4769

057C3061552

A 401983



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

3448 2098

00046 00488

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Weaver's Restaurant, Inc., a close corporation,
changing its name to Moon Enterprises, Inc.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Articles of Amendment

APPROVED FOR RECORD

9/14/92 at 8:29

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 corporate

FILED

DEC 16 12 55 PM '92

FRANCIS J. WEAVER, CLERK

BY: _____

7-118 2056

00046 00489

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
Paula L. Moon, Secretary

Phillip G. Moon
Phillip G. Moon, 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 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.

Janet S. Smith
Notary Public

My Commission Expires:

11-01-94

3448 2057

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

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
D2295350 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) Moon Enterprises, Inc

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

Code _____

ATTENTION: _____

Scott L. Schubel

MAIL TO ADDRESS: Wachs, Boone
and Schubel, P.A.
Attorney at Law
138 West Washington
Street
Hagerstown, md.

21740-4769

2448 2058

TOTAL FEES 28

1 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: Pem

NOTE: Copy made

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

MAILED JAN 22 1993

RETURN TO:
WACHS, BOONE AND SCHUBEL P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740 4769

057C3061551

A 401982



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

3448 2055

CORPORATION RECORDS

APPROVED FOR PAYMENT

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

9-14-92 at 8:31 a.m. 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.

Rinehart 14511 Rinehart Road, Smithsburg, Maryland 21783. Said

1992 SEP 14 A 8 31

FILED

DEC 16 12 35 PM '92

LENNIS J. WEAVER, CLERK BY: _____

22588300

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.

FIFTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is 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.

(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

3448 2051

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.

EIGHTH: 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 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

00046 00495

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

attested by its Secretary on this 31ST day of August and its 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.

Gina E. R. Ferree
Gina E. R. Ferree, Secretary

John H. Rinehart
John H. Rinehart, President

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.

Barbara J. Sneed
Notary Public

My Commission Expires:

5-14-94

7448 2053

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

P.S.

DOCUMENT CODE # 13 BUSINESS CODE _____ COUNTY 71
D0182709 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

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 corp to a close corp

Code _____
ATTENTION: Scott L. Schubel

MAIL TO ADDRESS: Wachs, Boone and Schubel, P.A., Attorneys at Law, 138 West Washington Street Hagerstown, Md. 21740-4769

TOTAL FEES 80
_____ Check _____ Cash
_____ Documents on _____ checks

NOTE: Change status Copy made

APPROVED BY: [Signature]

00046 00497

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
RINEHART ORCHARDS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 14, 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

\$ _____

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 22 1993

RETURN TO:
WACHS, BOONE AND SCHUBEL, P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740 4769

057C3061550

A 401981



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

2448 2049

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

not

(See instructions on reverse side.)

APPROVED FOR RECORD

09-16-92 at 11:37 .m.

FIRST: The undersigned Shelia A. Ellis
whose address is 8605 Neck Road Williamsport, Maryland 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 is Americlean Inc.
(A Closed Corporation)

THIRD: The purposes for which the corporation is formed are as follows:
To operate a Carpet cleaning and restoration business

FOURTH: The post office address of the principal office of the corporation in Maryland is
8605 Neck Road
Williamsport, Maryland 21795

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are
Shelia Ellis
8605 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 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are
Shelia A. Ellis

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

RETURN TO:
T. A. Davis
1023A Maryland Avenue
Hagerstown, Maryland 21740

SIGNATURE(S)

FILED Shelia A. Ellis

DEC 16 12 55 PM '92

CLERK

RECEIVED
92 SEP 16 PM 11 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 071
P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

T. A. Davis

1023A Maryland Ave.

Hagerstown, md 21740

TOTAL FEES 70

Check _____ Cash

NOTE: 3448 1778

Documents on _____ checks

APPROVED BY: Jm T

00046 00500

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
AMERICLEAN 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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JAN 22 1993

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

3448 1776

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

8/18/92 at 10:00 a.m. B.A.S.

RECEIVED SEP 13 AM 8 39 DEPT. OF ASSESSMENT & TAXATION

RECEIVED

1992 SEP 14 A 9:58

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 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.
- SECOND: 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 0
- 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: governed by 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 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall are:

Name	Address
<u>Paula J Webb</u>	<u>1524 Crestview Ave Hagerstown, Md</u>

22588479 DEC 16 12 55 PM '92

LENNIE L. WEAVER, CLERK

2448 0480

00046 00502

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

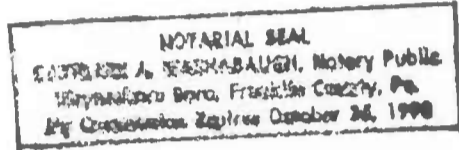
The name and address of each incorporator is:

Name	Address
<u>Natalie Newcomer</u>	<u>117 West Third Street</u>
_____	<u>Waynesboro, Pa. 17268</u>
_____	_____

In witness wherof, the incorporator(s) have hereunto set their hands this 22 day of June, 19 92.

Natalie Newcomer

Kathleen A. Washabaugh



3448 0481

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Financial Service, Inc.
107 West Third St.
Waynesboro, PA 17268

TOTAL FEES 40

Check _____ Cash

NOTE: 3448 0482

_____ Documents on _____ checks

APPROVED BY: AW

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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.

MAILED JAN 22 1993

RETURN TO:
FINANCIAL SERVICES UNLIMITED, INC
117 WEST THIRD STREET
WAYNESBORO PA 17268

055C3061264

A 401756



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

9-10-92 at 2:22 p.m.

CONCERNED CITIZENS GROUP, INC.

msj

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.

SECOND: The Corporation is organized and shall be operated exclusively as a non-stock charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively the "Internal Revenue Code") for the following purposes:

a. To 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.

FILED

DEC 16 12 55 PM '92

LENNIE J. WEAVER, CLERK

BY

22558100 3447 2214

RECEIVED
SEP 10 1992
STATE DEPARTMENT OF ASSESSMENTS & TAXATION

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

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:


Richard W. Douglas

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

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

DOCUMENT CODE 0238 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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



MAIL TO ADDRESS: _____

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

3447 2217

APPROVED BY: JMT

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 JAN 22 1993

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
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3447 2213

ARTICLE OF INCORPORATION
OF

HAPPY TRAILS FAMILY CAMPGROUND, INC.

RECEIVED
92 SEP 10 AM 10 01
STATE DEPT. OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY THAT:

FIRST: I, CHARLES L. MILBURN, whose post office 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:

(1) To establish and carry on the business of a family 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.

(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 Rt. 4, Box 39A, Hagerstown, MD, 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.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$~~100,000~~^{100,000}) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

DEC 16 12 55 PM '92
22548410
BY: _____

APPROVED FOR PAYMENT

9-10-92 at 10:01a.m.

YDER & ATTORNEYS
AT LAW
POOLE, MD

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:

[Signature]

[Signature]
Charles L. Milburn

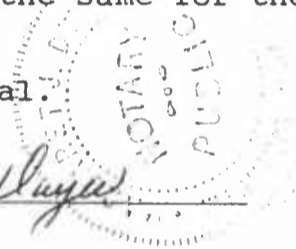
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of July, 1992, before me, the undersigned, a Notary Public in 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.

[Signature]

My Commission Expires: 6/1/96



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code 162

ATTENTION: _____



TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Pcm

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 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

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3447 2186

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:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the

FILED

DEC 16 12 55 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

1992 SEP 10 A 8 38

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 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

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 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 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.

WITNESS:

Vicki L. Gumm

Ralph H. France II
RALPH H. FRANCE, II

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>15</u>	<u>2</u> Certified Copy <u>8</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: _____

Ralph H. France, II

MAIL TO ADDRESS: _____

County Administration Bldg.
100 West Washington Street
Room 213
Hagerstown, MD 21740

TOTAL FEES 55

Check _____ Cash

Documents on _____ checks

APPROVED BY: Pam

NOTE: Consent

00046 00519
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
RALPH H. FRANCE, II, ESQUIRE
100 WEST WASHINGTON ST., RM. 213
COUNTY ADMINISTRATION BLDG.
HAGERSTOWN MD 21740

054C3061122

A 401642



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3447 1975

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 9-10-92 at 8:25a .m.
APPROVED FOR PAYMENT

~~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
Patricia Jean Pishvaian

22548285

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

ssberg & DiGirolamo
eys at Law
West Washington Street
rstown, Maryland 217

10/1
1000 SEP 10 1992

DEC 16 12 55 PM '92

BY: C. WEAVER, CLERK

3447 1667

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

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

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

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

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

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

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

00046 00522

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 Sept, 1992, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kemmere
Witness

Roger Schlossberg (SEAL)

erg & DiGrolamo
at Law
Washington Street
vn, Maryland 21740

3447 1668

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

Roger Schlossberg

MAIL TO ADDRESS: Schlossberg

& Digiroloano,
attorneys at law,
134 West Washington
Street, P.O. Box
4227

Hagerstown, md.
21741-4227

TOTAL FEES 40

Check _____ Cash

NOTE:

3447 1670

_____ Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
TWILIGHT'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT 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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

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

MD 21741 4227

05303061050

A 401573



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3447 1666

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

000046 00525

APPROVED FOR RECORD 9/11/92 at 8:55 .m.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE DEPT. OF ASSESSMENTS & TAXATION

SEP 11 AM 8 55

RECEIVED

COYLE ENTERPRISES INCORPORATED

ARTICLES OF INCORPORATION

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

FILED metals. To do repairing, moulding, pattern-making,

metal stamping and cutting, and metal work of all

Dec 16 12 56 PM '92 ds.

LENNIE S. WEAVER, CLERK

3447 154

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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

3447 1545

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 3447 1546

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.

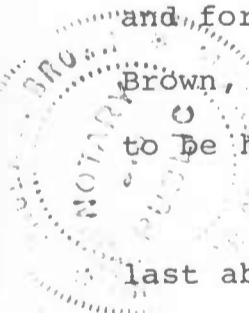
TENTH: The duration of the Corporation shall be
perpetual.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation on September 10, 1992.

Paula B. Brown Robert C. Brown
Robert C. Brown

I HEREBY CERTIFY that on September 10, 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.



Paula B. Brown 3447 1547
Notary Public

My Commission expires: January 1, 1996

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

BAS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
* _____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Robert Brown</u>
23	_____	Local Transfer Tax	<u>8357 Main St.</u>
31	_____	_____ Corp. Good Standing	<u>Ellicott City, Md</u>
NA	_____	Foreign Corp. Registration	<u>21043</u>
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES _____

70 Check _____ Cash

NOTE:

3447 154

_____ Documents on _____ checks

APPROVED BY: A

00046 00530

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COYLE ENTERPRISES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 11, 1992 AT 8:55 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3500121

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1993

RETURN TO:
ROBERT C. BROWN
8257 MAIN STREET
ELLICOTT CITY

MD 21043

05303061025

A 401551

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

3447 1547



ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

APPROVED FOR RECORD

(See instructions on reverse side.)

9-9-92 at 10:16 a.m. Jack D. Shufelt

FIRST: The undersigned Jack D. Shufelt #3
whose address is 1745 Edgewood Hills Circle, Hagerstown, MD 21740

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Tri-State Bowling Association, Inc.

THIRD: The purposes for which the corporation is formed are as follows: Supervision & enforcement of uniform rules & regulations governing the game of Duckpins, as adoption by National Duckpin Bowling Congress, for all member leagues & individuals in the Tri-State area. Foster the spirit of good fellowship & rivalry.

FOURTH: The post office address of the principal office of the corporation in Maryland is 1745 Edgewood Hills #3 Circle, Hagerstown, MD 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Jack D. Shufelt #3 1745 Edgewood Hills Circle, Hagerstown, MD 21740

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 6 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting of the corporation and their successors are duly chosen and qualified is/are Jack D. Shufelt, Pat Frush, Linda Chancy, Risa Jewell, Barbara Seilhamer Joseph Bitner

EIGHTH: This corporation intends to apply to the Internal Revenue Service for tax exempt status.

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Jack D. Shufelt

1745 Edgewood Hills Circle #3

Hagerstown, MD 21740

SIGNATURE(S)

FILED

DEC 16 12 56 PM '92

3447 1295

AT5-115

LENNIS J. WEAVER, CLERK

BY: _____

22548095

22548096

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
SEP 9 8 10 1992

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.
- EIGHTH:** Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

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

TELEPHONE/(301) 225-1340

TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451

FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Jack D. Shufelt</u>
71	_____	Financial	<u>1745 Edgewood</u>
600	_____	_____ Personal	<u>Hills Circle #3</u>
		Property Reports and late filing penalties	<u>Hagerstown, MD</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>21740</u>
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 70

1 Documents on 2 checks Check _____ Cash

APPROVED BY: SMS

NOTE: 3447 1296

00046 00534
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TRI-STATE BOWLING ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 9, 1992 AT 10:16 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3499662

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1993

RETURN TO:
JACK D. SHUFELT
1745 EDGEWOOD HILLS CIRCLE, #3
HAGERSTOWN MD 21740

053C3060979

A 401510



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3447 1294

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD 9/9/92 at 9:38

ARTICLES OF INCORPORATION 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.

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 Townhomes 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

RECEIVED SEP 9 AM 9:38 STATE DEPARTMENT OF REVENUE AND TAXATION

Schlossberg & DiGirolamo Attorneys at Law 134 West Washington Street Hagerstown, Maryland 21740

DEC 16 12 56 PM '92

1

3447 1278

LENNIE J. WEAVER, CLERK BY: _____

22548033

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.

2447 1279

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

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.

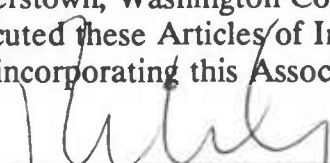
ARTICLE XI

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.

00046 00539

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 8th day of September, 1992, for the purpose of incorporating this Association.



Roger Schlossberg

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby certify that on this 8th day 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 foregoing 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



Notary Public



Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

3447 1292

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

DOCUMENT CODE 02 gm BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Roger Schlossberg</u>
71	_____	Financial	<u>PO Box 4227</u>
600	_____	_____ Personal	<u>Hagerstown Md</u>
		Property Reports and _____	<u>21741-4227</u>
		late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 70

Check _____ Cash

Documents on _____ checks

APPROVED BY: POM

NOTE:

00046 00541

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
RCGER SCHLOSSBERG, ATTORNEY
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

053C3060977

A 401508



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3447 1277

CORPORATION RECORDS

LEPRECHAUN'S BINGO, INC.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

RECEIVED

27 AM 10 22

STATE DEPT. OF
REVENUE & TAXATION

FIRST: I, Jeremiah T. Clem and Mark A. Laing whose post office address is 504 Hollingsworth Drive, Winchester, VA 22601, 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:

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

SEP 3

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

DEC 16 1992 56 PM '92

3446 2584

APPROVED FOR PAYMENT BY JENNIFER WEAVER, CLERK

9-3-92 at 9:02 a.m.

22478221

Agent is an individual acting under the authority of the Circuit Court of this State.
CLERK OF THE CIRCUIT COURT
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.

(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 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, 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 have signed these Articles of Incorporation on this 25TH day of AUGUST, 19 92, and severally acknowledge the same to be our acts.

Gerald L Shindle
WITNESS

Mark A Laing
MARK A. LAING

Gerald L Shindle
WITNESS

Jeremiah T Clem
JEREMIAH T. CLEM

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

d.s.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Jeremiah T. Clem and Mark A. Laine, 504 Hollingsworth Drive Winchester, Va 22601

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents 02 checks

3446 2588

APPROVED BY: [Signature]

00046 00547

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
OF MARYLAND SEPTEMBER 3, 1992 AT 9:02 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JAN 22 1993

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
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3446 2583

00046 00548

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR PAYMENT

9-4-92 at 12:20 p. m.

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 foreign, for the foregoing purposes, or some of them; and, in general, to

FILED
DEC 18 12 53 PM '92
CLERK
BY: _____

22488434

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.

3446 2305

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.

(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:

Ray Robinson

Donald C. Sneckenberger (SEAL)
Donald C. Sneckenberger

DEPT. OF REVENUE & TAXATION
STATE OF MICHIGAN

SEP 26 4 PM 12 '92

RECORDED

7446 2307

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1038 BUSINESS CODE _____ COUNTY 71
D3311909 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<u>Russ Robinson, III</u>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Offices</u>
87	_____	_____ Limited Part. Good Standing	<u>Robinson & Robinson</u>
71	_____	Financial	<u>152 West Washington</u>
600	_____	_____ Personal	<u>Street</u>
		Property Reports and _____	<u>Hagerstown, Md.</u>
		late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 20

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE: 3446 2308

00046 00553
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION
OF
THE MORNING STAR SINGERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 4, 1992 AT 12:20 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

\$ _____

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.

MAILED JAN 23 1993
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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CATSU, INC.

APPROVED FOR RECORD

09/03/92 at 9:00 a.m.

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

FIRST: I, Susan W. White, whose post office address is 218 East Chapline Street, Shermaburg, Maryland, 21782, 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 CATSU, 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 provide a cleaning service to residential and commercial customers; 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 218 East Chapline Street, Shermaburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Susan W. White, 218 East Chapline Street, Shermaburg, 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 authority to issue is 10,000 shares of stock with a par value of \$1.00 per share.

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

Until the election to have a Board of Directors becomes effective, there shall be two (2) directors, whose names are Susan W. White and Cathy L. Bean.

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.

FILED

DEC 16 12 56 PM '92
CLERK OF THE CIRCUIT COURT
BY: CLAYTON J. WEAVER, CLERK

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of SEPTEMBER, 1992, and I acknowledge the same to be my act.

WITNESS:

Richard Bean

Susan W. White
SUSAN W. WHITE

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

I HEREBY CERTIFY, That on this 2nd day of September, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Susan W. White and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Richard Bean
Commission - expires
12.10.94

RECEIVED
'92 SEP 3 AM 9 15
BY THE PT. OF
RECORDS & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Susan W. White

218 East Chapline St.

Sharpsburg, MD 21782

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

NOTE:

3446 0928

APPROVED BY: [Signature]

00046 00557
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

RECEIVED JAN 7 1993
on file
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

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3446 0925

CORPORATION RECORDS 00046 00558

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

08/27/92 at 10:04 a.m.

RECEIVED

'92 AUG 27 AM 10 04

**CMTK INVESTMENT ENTERPRISES, INC.
ARTICLES OF INCORPORATION**

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:

(1) 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.

(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 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

(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 ~~FILED~~ shall act until the first annual meeting or until their successors are duly chosen and qualified are:

DEC 16 12 56 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

22408276

3446 0432

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

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 26th day of August, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

J. Cain Baly

Charles H. Waltemire, Jr. (SEAL)
Charles H. Waltemire, Jr.

3446 0474

00046 00561

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

CLERK



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 021A BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
52		Foreign Qualification	
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	
13	<u>8</u>	<u>1</u> Certified Copy <u>3p</u>	
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31	<u>12</u>	<u>2</u> Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>G Clair Baker, Jr.</u>
87		Limited Part. Good Standing	<u>Room 216</u>
71		Financial	<u>138 West Washington Street</u>
600		_____ Personal	<u>Hagerstown, MD 21740</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 60

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE: Copy made 3446 0435

00046 00562

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CMTK INVESTMENT ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 27, 1992 AT 10:04 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
G. CLAIR BAKER, JR.
138 WEST WASHINGTON ST., RM. 216
HAGERSTOWN MD 21740

049C3060408

A 400719



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

2446 0431

ARTICLES OF INCORPORATION

OF

DASH SERVICES, INC.

RECEIVED
SEP 2 AM 8 12
STATE DEPT. OF
ASSESSMENTS & TAXATION

8

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 to a total par value for all stock of Three

FILED
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Dec 16 12 56 PM '92

APPROVED FOR RECORD

3446 0173

LENNIS J. WEAVER, CLERK

9-2-92 at 9:30A .M.

22468188

BY: _____

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:

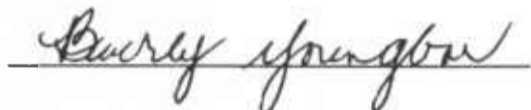
- (A) To amend the Charter of the Corporation;
- (B) To consolidate the Corporation with one or more corporations to form a new consolidated corporation;
- (C) To merge the Corporation into another corporation or merge one or more other corporations into the Corporation;
- (D) To issue shares of stock 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.

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:




Vincent John Piazza

00046 00566

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02Am BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>KALLINA + Associates</u>
71		Financial	<u>6507 York Rd</u>
690		Personal	<u>BALTO, MD 21212</u>
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3446 0176

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
KALLINA & ASSOCIATES
6507 YORK ROAD
BALTIMORE

MD 21212

04903060350

A 400893



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

3446 0172

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION ARTICLES OF INCORPORATION

APPROVED FOR RECORD

OF

9-2-92 at 8:36a DYNAMARK, INC.

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:

A. 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.

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

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 foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in imitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any 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 Annotated Code of Maryland, as amended from time to time

LENNIE J. WEAVER, CLERK

BY: _____

22468215

3445 2952

SEP 2 9 08 AM '92
RECEIVED
ASSESSMENTS & TAXATION

92

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.

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
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>39</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31	<u>6</u>	_____ Corp. Good Standing <u>#123817</u>	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>William Burton</u>
71		Financial	<u>207 S. Potomac St</u>
600		_____ Personal	<u>Hagerstown Md</u>
		Property Reports and late filing penalties	<u>21740</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 85

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00046 00572

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DYNAMARK, INC.

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

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 1993

RETURN TO:
WILLIAM S. BARTON
URNER, NAIRN, BARTON & WILLIAMS
207 SOUTH POTOMAC STREET
HAGERSTOWN MD 21740

048C3060300

A 401069



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3445 2951

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 a.m.

ARTICLES OF REVIVAL

FOR

SHOCKEY'S, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was SHOCKEY'S, INC.

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

SHOCKEY'S, INC.

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

30 SUMMIT AVENUE

HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is

JOHN E. SHOCKEY

919 DEWEY AVENUE

HAGERSTOWN, MD 21740

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

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

FILED

DEC 16 12 56 PM '92
LENNING - WEAVER, CLERK
BY:

22418091 3444 1957

(1)

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

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

John E. Shockey
Last Acting President/Vice President

Lindley Shockey Rhodes
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

3444 1958

00046 00575

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 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.

John E. Shockey
(print name beneath signature)
JOHN E. SHOCKEY

I hereby certify that on 8/21/92 before me the
(insert date)

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)

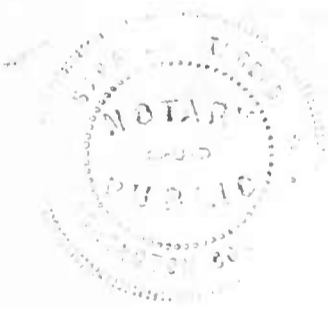
JOHN E. SHOCKEY and made oath under the penalties of perjury that
of person swearing)

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

Sara E. Wingerd
(signature of notary public)

My Commission expires 4/15/96.



00046 00576

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



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

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

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

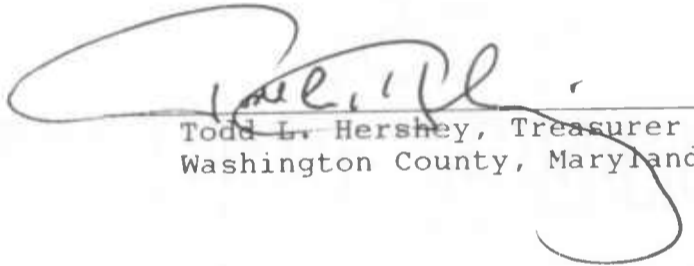
August 11, 1992

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

3444 1960

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

August 12, 1992

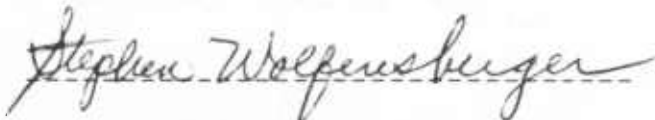
Kline & Lipella, CPA
ATTN: Mr. Kline
39 E Washington St
Hagerstown, MD 21740

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,
Treasurer

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
TY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1807 BUSINESS CODE _____ COUNTY 71
D0196360 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

John E Shockey

MAIL TO ADDRESS: _____

Shockeys
28-30 Summit Avenue
Hagerstown, MD 21740

TOTAL FEES 50

Check _____ Cash

Documents on _____ checks

APPROVED BY: SMA

00046 00579

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 22 1993

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

00046 00580

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

08/28/92 at 9:48 a.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

REC'D AUG 28 1992
AM 9 53
CORPORATION

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.

FILED

SEVENTH: The Corporation has no known creditors.

DEC 16 12 57 PM '92

LENNIS L. WEAVER, CLERK

BY: _____

3444 1901

22418098

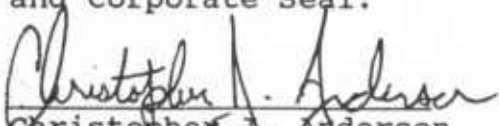
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 18th day of August, 1992.

Attest to Signature
and Corporate Seal:

KIMBER-ALLEN, INC.

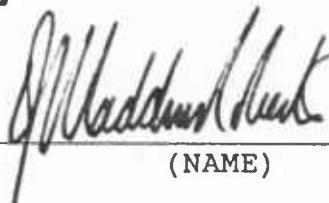

Christopher J. Anderson
Secretary

By: 
David E. Allen
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 foregoing 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 High Street Swanley Kent
England, this 18th day of August, A.D. 1992 by ~~me~~ me.


D. J. MADDISON-ROBERTS
A Commissioner for Oaths

(NAME)
D. J. MADDISON-ROBERTS
W & A. E. VYETH & CO.,
40A HIGH STREET,
SWANLEY, KENT, BR3 8AD
SOLICITORS 0322 68242
DX 56500 SWANLEY

D. J. MADDISON-ROBERTS
43A HIGH STREET SWANLEY
SOLICITOR KENT

00046 00582

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this *25th* day of *August*,
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.

Linda L. Lunt

Notary Public

My Commission Expires:

1 June 1994

3444 1903

00046 00583

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 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

Stephen Wolfensberger,
Treasurer

AUG 07 1992

7444 1994

00046 00584

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



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

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

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

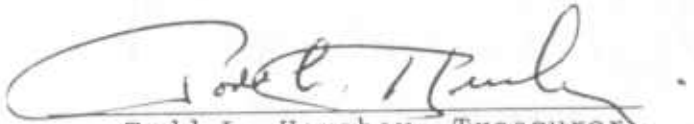
August 12, 1992

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 12 1992

3444 1905

00046 00585



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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

KIMBER-ALLEN, INC.,

have been paid.

WITNESS my hand 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

7444 1996

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

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71
D2236685 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

Code 075

ATTENTION: _____

Linda L. Pont

MAIL TO ADDRESS: _____

TOTAL FEES 50

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: *SMA*

00046 00587
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:

\$ 20.00

SPECIAL
FEE PAID:

\$ 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 22 1993

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

MD 21741 1267

045C3062833

A 400671



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3444 1900

ARTICLES OF INCORPORATION
OF
ANTIETAM PERIODONTICS, DRs. BYE & BYE, P.A.

OK

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.

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

(c) To purchase, lease or otherwise acquire, hold, 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 encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Dec 16 12 57 PM '92

APPROVED FOR RECORD

THOMAS J. WEAVER, CLERK

3444 1095

8-27-92 at 9:45A .m.

22408299

RECORDED
INDEXED
NOV 19 9 45
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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

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

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

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

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

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

✓
FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 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.

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

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

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

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

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

(h) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing

the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

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

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 24th day of August, A.D. 1992.

WITNESS:

Linda L. Punt

Lynn F. Meyers

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

P.S.

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Meyers, Young + Grove</u>
71		Financial	<u>P.A., Post Office</u>
600		_____ Personal	<u>Box 1267</u>
		Property Reports and late filing penalties	<u>Hagerstown, MD</u>
70		Change of P.O., R.A. or R.A.A.	<u>21741-1267</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00046 00594

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ANTIETAM PERIODONTICS, DRs. BYE & BYE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND 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 22 1993

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

MD 21741 1267

044C3062666

A 400484



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2444 1094

APPROVED FOR RECORD

08-27-92 at 12:34 p.m.

THE ARTICLES OF INCORPORATION OF

CAROLE'S CLOTHES, INC.

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.

RECEIVED
92 AUG 27 PM 12:34
STATE DEPARTMENT OF ASSESSMENTS & TAXATION

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 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

22418272 3444 0919

Taylor & Fielder, L.C.
Attorneys at Law
P. O. Box 496
Martinsburg, WV 25401
304-263-8445

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 15th day of August, 1992, and we hereby acknowledge the same to be our act for the purposes therein contained.

Carole A. Skoloda

Carole A. Skoloda
838 Pious Ridge Road
Berkeley Springs, WV 25411

Paul R. Skoloda

Paul R. Skoloda
838 Pious Ridge Road
Berkeley Springs, WV 25411

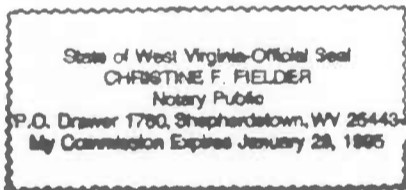
Acknowledgment

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.



Christine F. Fielder

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.

Taylor & Fielder, L.C.
Attorneys at Law
P. O. Box 496
Martinsburg, WV 25401
304-263-8445

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
Y

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS-

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Stephen R. Fielder

P. O. Box 496

Martinsburg, W. V. 2540

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00598
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CAROLE'S CLOTHES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 27, 1992 AT 12:34 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3492410

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 27 1993

RETURN TO:
STEPHEN R. FIELDER, ATTORNEY
TAYLOR & FIELDER, L.C., ATTORNEYS
P.O. BOX 496
MARTINSBURG WV 25401

044C3062636

A 400457



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3444 0918

CORPORATION RECORDS

00046 00599

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
Teresa Joan Miller

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
8-27-92 at 12:14p.m.

FILED

DEC 16 12 57 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

3444 0864

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

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

BAS

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Teresa J. Miller
629 Guilford Ave.
Hagerstown, MD
21740

TOTAL FEES 70

_____ Check Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: [Signature]

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 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 22 1993

RETURN TO:
TERESA J. MILLER
629 GUILFORD AVENUE
HAGERSTOWN

MD 21740

044C3062625

A 400448



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

3444 0863

CORPORATION RECORDS

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 is as follows: The Corporation is being formed in order to separate 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.

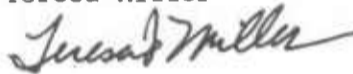
IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 16, 1992, and severally acknowledge the same to be my act.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-27-92 at 12:09 p.m.

Teresa Miller



Mark Miller



WITNESS

FILED

22418023

DEC 16 12 57 PM '92

ENNIS J. WEAVER, CLERK
BY _____

3444 0861

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Theresa Miller
629 Guilford Avenue
Hagerstown, MD
21740

TOTAL FEES 70

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00046 00604

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MILLER'S PAINTING INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 27, 1992 AT 12:09 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 22 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.

J

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 a Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one director, whose name is Anthony J. Maietta.

FILED

APPROVED FOR RECORD

10-26-92 at 8:59A .m.

FEB 24 1 04 PM '93

LENNIS J. WEAVER, CLERK
BY: _____

RECEIVED
FEB 24 8 59 AM '93
STATE DEPT. OF REVENUE
AND TAXATION
23008510
2450 1296

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporations shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) 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 22 day of Oct, 1992 and I acknowledge the same to be my act.

Babak K. Hutter
Witness

Self - Hutter

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00607
CLERK OF THE DISTRICT COURT
WASHINGTON COUNTY
Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- 70 _____ Property Reports and _____ late filing penalties
- 91 _____ Change of P.O., R.A. or R.A.A.
- 99 _____ Amend/Cancellation, For. Limited Part.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ _____ LLC Good Standing (short)
- _____ _____ Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: Edward H. Burton

44 North Potomac St.
Ste: 104
Hagerstown, MD 21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00608
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SCREAMING EAGLE ENTERPRISES, INC.

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

\$ 20.00

SPECIAL
FEE PAID:

\$

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 13 1993

RETURN TO:
EDWARD N. BUTTON
44 N. POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

08903062164

A 405160



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2621 1225

CORPORATION RECORDS

00046 00609

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

RECEIVED

'92 OCT 26 AM 10 02

STATE DEPT. OF
ASSESSMENTS & TAXATION

BOBBY'S JEWELRY & GIFTS LTD.

CLOSE CORPORATION UNDER TITLE 4

STATE DEPARTMENT OF ASSESSMENTS
ARTICLES OF INCORPORATION AND TAXATION

APPROVED FOR RECORD
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.

c. To exercise and to have such other further powers and authority concerning its business as are conferred upon corporations by virtue of Title 1 through Title 3, Corporations and Associations, Annotated Code of Maryland.

FILED

FEB 24 11 04 AM '99

JENNIFER WEAVER, CLERK
BY: _____

23008644

3458 1156

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

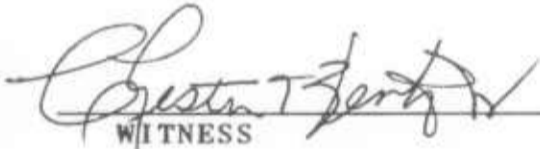
FIFTH: The post office address of the principle office of the corporation in the State of Maryland is 512 East Washington Street # 10, Hagerstown, Maryland, 21740. The name and post office of the Resident Agent of the Corporation is ROBERT D. TYLER of 512 East Washington Street # 10, Hagerstown, Maryland, 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


RUTH V. SHOCKEY


WITNESS


ROBERT D. TYLER

00046 00611

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 foregoing Articles of Incorporation to be there act.



Chester T. Zepiz, Jr.

NOTARY PUBLIC

My Commission expires July 1, 1995.

3458 1158

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00612
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
10	<u>50</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <input checked="" type="checkbox"/>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Tyler
512 E. Washington St
10
Hagerstown Md 21740

TOTAL FEES 99

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: POW

CERTIFIED COPY MADE

00046 00613

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 MD 21740

MAILED APR 13 1993

T8503062132

A 405133



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2458 1155

10/16/92 at 8:50 .m.

ARTICLES OF DISSOLUTION

ACORN LANDSCAPING SERVICE, INCORPORATED

1. The name of the corporation is Acorn Landscaping Service, Incorporated. The address of its principal office is 8818 Crystal Falls Drive, Boonsboro, Maryland 21713

2. The name and address of the resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up is Paul R. 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 1 04 PM '93

LENNIS J. WEAVER, CLERK

BY: _____

2290814C

3458 0969

RECEIVED
ASSESSMENT DEPT. OF
TAXATION
FEB 26 11 01 AM '93

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. Cover
President

Stanley T. Bain
Corporate Secretary

COMMONWEALTH OF PENNSYLVANIA :
: ss:
COUNTY OF FRANKLIN :

On this 6th day of October, 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.

Noval Jean Crider
Notary Public

NOTARIAL SEAL
NOVA JEAN CRIDER, Notary Public
Chambersburg, Franklin Co., PA
My Commission Expires Feb. 11, 1996

00046 00616

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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

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

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

AN EQUAL OPPORTUNITY EMPLOYER



00046 00617

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



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

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

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

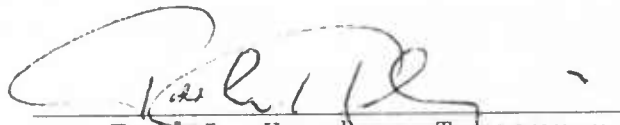
August 19, 1992

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

3458 0972

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



URT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1938 BUSINESS CODE _____ COUNTY 71

D 2971893 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger or Consolidation)
- 64 _____ Rec. Fee (Transfer)
- 65 20 Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 30 Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- Property Reports and late filing penalties _____
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- Other _____
- Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wilton Fischer
550 Cleveland Ave
Chamberburg, Pa.
17201

TOTAL FEES _____

50 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

Booneboro said this corp. was outside town limits so no tax was due (or ever collected)

00046 00619

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
ACORN LANDSCAPING SERVICE, INCORPORATED

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

OF MARYLAND OCTOBER 16, 1992 AT 8:50 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D2971893

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
WELTN FISCHER
550 CLEVELAND AVE.
CHAMBERSBURG

PA 17211

08403062095

A 405094



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

3458 0968

00046 00620

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

10-01-92 at 8:47

MANUFACTURED HOUSING INSTITUTE OF MARYLAND, INC., (a non-stock and not for profit corporation) ARTICLES OF INCORPORATION

1992 OCT - 1 A 8:47

RECEIVED STATE DEPT. OF ASSESSMENTS & TAXATION 1992 OCT 15 AM 6

FIRST: I, Richard W. Lauricella, whose post office address is 498 North Potomac 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 MANUFACTURED HOUSING INSTITUTE OF MARYLAND, 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 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

LENNIE L. WEAVER, CLERK BY: _____

3458 0192

22898303

████████████████████

cr:\docs\manhous1.001

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.

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.

3458 0194

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:

Eric M. DeGrange

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

On this 30th 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.

Eric M. DeGrange
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
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 0A COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61		Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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
54		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	
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	<u>Richard W. Lauricella, PA.</u>
70		Change of P.O., R.A. or R.A.A.	<u>498 North Potomac St.</u>
91		Amend/Cancellation, For. Limited Part.	<u>Hagerstown, Md. 21740</u>
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

00046 00626

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MANUFACTURED HOUSING INSTITUTE OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 1, 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

\$

D3524238

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
RICHARD W. LAURICELLA, P.A.
498 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

08403061947

A 404958



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

2452 0121

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(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.

3457 0251

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

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

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

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

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

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)
Michael G. Day

3457 0253

0046 00631

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
DEPARTMENT OF ASSESSMENTS AND TAXATION
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Apr 10 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	_____
20	<u>28</u>	Organ. & Capitalization	_____
61	<u>28</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____
66		Rec. Fee (Revival)	_____
52		Foreign Qualification	_____
50		Cert. of Qual. or Reg.	_____
51		Foreign Name Registration	_____
13		_____ Certified Copy _____	_____
56		Penalty	_____
54		For. Supplemental Cert.	_____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	_____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		Property Reports and _____ Personal late filing penalties	_____
70		Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
		Other _____	_____
		Other _____	_____

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

Code _____
ATTENTION: Michael S. Day

MAIL TO ADDRESS: Law Office Day and Schneider, P.A., Suite 300, 120 West Washington St Hagerstown, Md. 21740

TOTAL FEES 40
 Check _____ Cash

NOTE: _____
3457 0254

APPROVED BY: PCM

_____ Documents on _____ checks

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 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.

MAILED 10/15/92

RETURN TO:
DAY & SCHNEIDER, P.A., LAW OFFICE
ATTN: MICHAEL G. DAY
120 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

079C3061471

A 404390



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3457 0249

CORPORATION RECORDS

00046 00633
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DUES
10/19/92 10:55

ARTICLES OF INCORPORATION
of
COMMUNITY CENTER, INC.

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 (10) Dollars (\$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 Corporation but shall never be less than the

LENNIE J. WEAVER, CLERK
BY: _____

2293859



2090

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.

(B) Except as otherwise provided in this Charter or 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

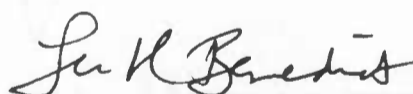
2456 2100

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

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

DOCUMENT CODE 02 Jmw BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: _____

TOTAL FEES 70

Check _____ Cash

NOTE: 3456 2102

Documents on _____ checks

APPROVED BY: Pom

00046 00637
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COMMUNITY CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 19, 1992 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3521358

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
GERHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE

MD 21202

078C3061440

A 404588



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2456 2058

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

J

RECEIVED
'92 OCT 15 AM
STATE DEPT. OF
ASSESSMENTS & 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.

✓ FILED

FEB 24 1 05 PM '93

ENNIS J. WEAVER, CLERK
BY: _____

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-15-92 at 8:30A .m.

22898306 1700

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 5th day of October, 1992, and we acknowledge the same to be our act.

WITNESS:

David M. Howe

Karen Susan Brown
Karen Susan Brown

David M. Howe

Mark A. Brown
Mark A. Brown

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

P-3



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	<input type="checkbox"/> Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>Snyder + Poole</u>
87		_____ Limited Part. Good Standing	<u>308 W. Patrick St.</u>
71		Financial	<u>Frederick, MD</u>
600		_____ Personal	<u>21701</u>
		Property Reports and _____ late filing penalties	
70		Change of P.C., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

3456 1702

_____ Documents on _____ checks

APPROVED BY: *JMT*

00046 00641

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ANTIETAM COLLECTION SERVICE, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 15, 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

\$

D3520699

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 ST.
FREDERICK

MAILED APR 13 1993

MD 21701

07703061360

A 404516



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3456 1698

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS

00046 00642

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WINDY HILL RESTAURANT, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of
Corporation and Associations Article of the
Annotated Code of Maryland

RECEIVED
OCT 14 AM 8 57
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 address of the principal office of the Corporation in Maryland is 13120 Clear Spring Road, Clear Spring, Maryland 21722.

STATE DEPT. OF ASSESSMENTS & TAXATION
APPROVED FOR RECORD
10-14-92 at 8:57A
FILED
FEB 24 1 05 PM '93
22888225
DENNIS J. WEAVER, CLERK
BY: _____

00046 00643

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.

3456 1472

00046 00644

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:

John R. Salvatore

Richard A. Salvatore
Richard A. Salvatore

3456 1433

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 38 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger or Consolidation)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

John R. Salvatore
82 West Washington
St.
Hagerstown, MD 21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

3456 1434

APPROVED BY: JMT

00046 00646

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WINDY HILL RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 14, 1992 AT 8:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED OCT 15 1992

RETURN TO:
JOHN R. SALVATORE
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740

077C3061305

A 404474



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

3456 1420

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.
Nick G. Vindivich, Jr.
President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-6192 at 3:20 P.M.

FEB 24 1 05 PM '93

JENNIFER WEAVER, CLERK

BY: _____

JANITORIAL SUPPLIES, EQUIPMENT AND SERVICE

22818005

1992 OCT -9 P 3:20

3455 2044

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



046 00648
Department of Assessments and Taxation
COURT OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D1847938 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	\$10.00	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Stockwell
Maintenance Systems, Inc
109 South Polomac St
Hagerstown, MD 21740

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

00046 00649
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STOCKWELL MAINTENANCE SYSTEMS, INC.

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

OF MARYLAND OCTOBER 6, 1992 AT 3:20 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

\$ _____

D1847938

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
STOCKWELL MAINTENANCE 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.

2459 2047

00046 00650

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

KEVIN E. ANDERS, CPA, CHARTERED,
PROFESSIONAL ASSOCIATION

ARTICLES OF INCORPORATION

RECEIVED
'92 OCT 13 AM 9 03
STATE DEPT. OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

APPROVED FOR RECORD

10-13-92 903a

FIRST: I, Kevin E. 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.

SECOND: 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 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 shares, or any warrants or other

LENNIE J. WEAVER, CLERK

BY: _____

22878535455 1218

FILED

FEB 24 1 05 PM '93

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 30th day of September, 1992, and I acknowledge same to be my act.

Kevin E. Anders
Kevin E. Anders

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



JURY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 32 BUSINESS CODE 06 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	<u>30</u>	Expedited Fee	_____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>William Barton</u>
87	_____	_____ Limited Part. Good Standing	<u>207 S. Potomac St</u>
71	_____	Financial	<u>Hagerstown Md</u>
600	_____	Property Reports and _____ Personal	<u>21740</u>
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

00046 00654

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
KEVIN E. ANDERS, CPA, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **OCTOBER 13, 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

\$ _____

D3517968

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
WILLIAM BARTON
207 S. POTOMAC ST.
HAGERSTOWN

MD 21740

075C3060921

A 404067



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

2455 1817

ARTICLES OF AMENDMENT

OF

BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of "Broadfording Cemetery 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 held 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 of the Broadfording Cemetery Preservation Society, Inc.

(6) The Corporation's Board of Directors shall take charge of the cemetery, 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

private persons except that the Corporation shall be authorized to pay reasonable compensation or fees for services rendered.

22828151

FEB 24 05 PM '93

LENNIE WEAVER, CLERK

BY:

1992 OCT -8 A 9 04

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED

10-08-92

RECEIVED 92 SEP 26



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 Board of Directors that was held on *August 25th*, 1992.

THIRD: That said Special Meeting of the Board of Directors was held as aforesaid and said Amendment was ^{authorized and} 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 *23rd* day of September, 1992.

Broadfording Cemetery
Preservation Society, Inc.

Attest:

By *Clyde R. Bartles, Sr.*
Clyde R. Bartles, Sr., President

Albert H. Bartles, Sr.
Albert H. Bartles, Sr., Secretary

00046 00657

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 foregoing 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.

Richard F. McGraw
Notary Public

My Commission Expires

November 1st, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
TY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 09 BUSINESS CODE 04 COUNTY 77

D1267582 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

McGeary and Schaefer
152 West Washington
St.
Hagerstown, MD 21740

TOTAL FEES 20

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 00659

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
BROADFORDING CEMETERY PRESERVATION SOCIETY, INC.

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

OF MARYLAND OCTOBER 8, 1992 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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

074C3060900

A 404032



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3455 1171

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION ¹⁰⁻²⁷⁻⁹² at 10:22a ^{RECORDED FOR RECORD}

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 form a Corporation under the laws of the State of Maryland. The Corporation shall be a close corporation.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Frank Rhinehart Auto Sales, Incorporated.

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

(1) Buying, selling, trading and servicing motor vehicles and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: 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.

SIXTH: The total number of shares of capital stock 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 connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section. 3471 1771

LENNIE J. WEAVER, CLERK
BY: _____

FEB 24 1 06 PM '93

22818414

1992 FEB 1 - 7 AM 10:22

90

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 foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires: 10/1/96

LORI A. GARDENHOUR
NOTARY PUBLIC STATE OF MARYLAND
Washington County
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

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<input checked="" type="checkbox"/> Certified Copy <u>20</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Franklin Rhinehart
17413 Virginia Ave
Hagerstown Md
21740

TOTAL FEES 48

Check _____ Cash

NOTE: Copy made

Documents on _____ checks

APPROVED BY: [Signature]

00046 00663

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

RETURN TO:
FRANKLIN RHINEHART
17413 VIRGINIA AVE.
HAGERSTOWN

MAILED APR 13 1993

MD 21740

07303060783

A 403927



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2471 1770

10-6-92 at 10:28a.m.

ALWAYS CONSTRUCTION RENOVATION, INC. ARTICLES OF INCORPORATION

FIRST: I, Virginia Ann Lark, whose post office address 14412 National Pike, Clear Spring, Maryland 21722, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

ALWAYS CONSTRUCTION RENOVATION, INC.

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

(1) 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.

FOURTH: 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

(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:

FEB 24 1 06 PM '93

BY _____ CLERK

22808278

3454 2410

1992 OCT 16 AM 28

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

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 5th day of October, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

A. Clair Balf Virginia Ann Lark (SEAL)
Virginia Ann Lark

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

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>14</u>	<u>2</u> Certified Copy <u>3p</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax <u>D.Mc. #185034</u>	
23		Local Transfer Tax <u>10/9/93</u>	
31	<u>6</u>	<u>1</u> Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Office</u>
87		Limited Part. Good Standing	<u>J. Clair Baker, Jr.</u>
71		Financial	<u>P.A., Room 216, 138</u>
600		_____ Personal	<u>West Washington St</u>
		Property Reports and late filing penalties	<u>Hagerstown, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21740</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 60

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE: Copy made

00046 00668
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 APR 13 1993

RETURN TO:
G. CLAIR BAKER, JR., P.A.
LAW OFFICES
133 W. WASHINGTON ST., ROOM 216
HAGERSTOWN MD 21740

07303060737

A 403896

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

2454 2406



10-2-92 at 11:47 a.m.

ARTICLES OF AMENDMENT

SUBURBAN INSULATION, INC.

1992 OCT - 2 11:47 AM

Suburban Insulation, Inc., a Maryland Close Corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that

FIRST: The charter of the Corporation is hereby amended by deleting 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:

18501B 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.

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, Silas S. Martin, President, who executed on behalf of said Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges, in the name and 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,

FEB 24 1 06 PM '93

22798383

LENNIE J. WEAVER, CLERK

BY: _____

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

Secretary

By Silas S. Martin

Silas S. Martin
President

STATE OF Virginia, COUNTY OF Amelia, To-Wit:

I HEREBY CERTIFY that on this 14th 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.

Jane L. Rogers
Notary Public

My Commission Expires: 4-30-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

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

DOCUMENT CODE 093.8 BUSINESS CODE _____ COUNTY 71

D0819656 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

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

Code 075

ATTENTION: Loretta J. Thornhill

MAIL TO ADDRESS: _____

TOTAL FEES 20

Check _____ Cash

NOTE:

_____ Documents or _____ checks

APPROVED BY: [Signature]

00046 00672
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
SUBURBAN INSULATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
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 13 1995

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: LORETTE J. THORNHILL
P O BOX 1267
HAGERSTOWN

MD 21741 1267

072C3060714

A 403866



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

3454 2270

10-2-92 at 11:56a.m.

ARTICLES OF SALE AND TRANSFER
BY AND BETWEEN
MIDDLEKAUFF CHRYSLER-PLYMOUTH, INC., TRANSFEROR
AND
RBS AUTOMOTIVE, INC., TRANSFEREE

1992 OCT 2 11:56 AM

THESE ARTICLES OF SALE AND TRANSFER, entered into 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 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.

SECOND: The Transferor is Middlekauff Chrysler-Plymouth, 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 the Transferee is 201 South Edgewood Drive, Hagerstown, 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.

SIXTH: 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 of \$429,088.99, subject to certain adjustments provided for in the Agreement, plus the assumption of the Transferor's existing new and used car and truck floor-plan loan, as more fully described in the Agreement. The Transferee is not liable for any debts or obligations of the Transferor, except as expressly provided otherwise in the Agreement.

FILED
FEB 24 1 06 PM '92
CENNIE WEAVER, CLERK
BY: _____

22768302 2454 2158

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

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.

Ruth H. Middlekauff
Secretary

By: *Hugh E. Middlekauff, Jr.*

Hugh E. Middlekauff, Jr.
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:

RBS AUTOMOTIVE, INC.

Edison R. Zayas
Edison R. Zayas
Secretary

By: *Robert B. Suddith*

Robert B. Suddith
President

EXHIBIT A

LIST OF ASSETS

1. Inventory. 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. Seller's Interest in Leasehold Improvements and Other Permanently Affixed Trade Fixtures. 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.

676

SCHEDULES A-2 AND A-3

00046 00677

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Business Activities

MIDDLEKAUFF CHR-PLY 38-546

52-0945828

Client: 51338

0/92 08:51 pm Loc. # 1 - 999 Dr. # 1 - 999

Tax Dep. Summary By Group

Period 4/01/91 - 3/31/92

Page 1

Loc	Property Descript.	Acquired	Sp	Xth	CL	Life	SV / BusX	ITC	Cost	Exp/AFD	Prior Dep.	Cur Dep.	End. Dep.
Group # 1 - SERVICE EQUIPMENT													
1	1 VARIOUS ACQUIRED EQ	4/01/72	SL	N	5.0000	34.94			9,186.43	0.00	9,151.49	0.00	9,151.49
2	1 EQUIPMENT	4/01/72	SL	U	5.0000	0.00			233.24	0.00	233.24	0.00	233.24
3	1 AIR COMPRESSOR	4/01/72	SL	U	5.0000	0.00			565.00	0.00	565.00	0.00	565.00
4	1 JACK	6/01/72	SL	U	5.0000	0.00			236.39	0.00	236.39	0.00	236.39
5	1 JACK	4/01/72	SL	U	5.0000	0.00			242.25	0.00	242.25	0.00	242.25
6	1 PARTS WASHER	4/01/72	SL	U	3.0000	0.00			260.00	0.00	260.00	0.00	260.00
7	1 UNDERCOATING MACHIN	4/01/72	SL	U	3.0000	0.00			253.85	0.00	253.85	0.00	253.85
8	1 HUTCHSON SANDER	4/01/72	SL	U	4.0000	0.00			103.48	0.00	103.48	0.00	103.48
9	1 AIR COMPRESSOR	4/01/72	SL	U	4.0000	0.00			183.54	0.00	183.54	0.00	183.54
0	1 CRICKET TOOLS	4/01/72	SL	U	4.0000	0.00			310.96	0.00	310.96	0.00	310.96
1	1 ELECTRONIC TESTER	4/29/72	SL	N	8.0000	0.00			3,104.40	0.00	3,104.40	0.00	3,104.40
2	1 MACHINE & TOOLS	6/15/73	SL	N	4.0000	0.00			541.06	0.00	541.06	0.00	541.06
3	1 CHRYSLER ANALYZER	6/15/74	D3	N	8.0000	0.00			1,430.00	0.00	1,430.00	0.00	1,430.00
4	1 HESS 1.5 TON JACK	6/15/74	D3	N	6.0000	0.00			182.00	0.00	182.00	0.00	182.00
5	1 JACK	9/15/76	D3	N	8.0000	0.00			389.00	0.00	389.00	0.00	389.00
6	1 FRAME PULLER	12/15/76	D3	N	8.0000	0.00			2,684.40	0.00	2,684.40	0.00	2,684.40
7	1 LEAN-BURN COMPUTER	2/15/77	D3	N	8.0000	0.00			1,066.00	0.00	1,066.00	0.00	1,066.00
8	1 FRONT-END MACHINE	3/15/77	D3	N	8.0000	0.00			2,301.61	0.00	2,301.61	0.00	2,301.61
9	1 SINGLE SPIN	10/31/77	D3	N	6.0000	0.00			3,065.00	0.00	3,065.00	0.00	3,065.00
0	1 TIRE CHANGER	5/15/82	R	5.0M					1,390.75	0.00	1,390.75	0.00	1,390.75
Group Totals									27,751.36	0.00e	27,696.42	0.00	27,696.42
Group # 2 - PARTS & ACCESSORIES EQUIP													
1	1 FIAT-READER	6/15/74	D3	N	6.0000	0.00			435.00	0.00	435.00	0.00	435.00
Group Totals									435.00	0.00e	435.00	0.00	435.00
Group # 3 - FURNITURE, SIGNS & EQUIP													
1	1 ACQUIRED FROM PARTN	4/01/72	SL	U	3.0000	0.00			2,684.07	0.00	2,684.07	0.00	2,684.07
2	1 AIR CONDITIONER	6/30/77	D3	N	7.0000	0.00			900.00	0.00	900.00	0.00	900.00
3	1 DESKS	2/15/79	D3	N	7.0000	0.00			434.24	0.00	434.24	0.00	434.24
4	1 WASTE OIL FURNACE	9/15/80	D3	N	7.0000	0.00			1,191.75	0.00	1,191.75	0.00	1,191.75
5	1 AMC SIGN	9/15/81	R	5.0M					3,702.42	0.00	3,702.42	0.00	3,702.42
6	1 ISUZU SIGN	4/15/83	R	5.0M					4,022.00	0.00	4,022.00	0.00	4,022.00
7	1 COPIER	12/15/83	R	5.0M					1,200.00	978.00	1,200.00	0.00	1,200.00
8	1 LIFTS	3/01/89M	M	7.0M					9,847.50	9,847.50	9,847.50	0.00	9,847.50
Group Totals									23,981.98	0.00e	23,981.98	0.00	23,981.98
Group # 4 - COMP CARS/SERVICE VEHICLE													
1	1 DODGE TRUCK	6/15/75	SL	N	5.0000	0.00			3,500.00	0.00	3,500.00	0.00	3,500.00
2	1 DODGE TRUCK	6/15/76	SL	N	5.0000	0.00			3,490.00	0.00	3,490.00	0.00	3,490.00
Group Totals									6,990.00	0.00e	6,990.00	0.00	6,990.00

2454 2161

00046 00678

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Business Activities MIDOLEKAUFF CHR-PLY 38-546 52-0943828 clients 51338
 3/92 08151 pm Loc. # 1 - 999 Gr. # 1 - 999 Tax Dep. Summary By Group Period 4/01/91 - 3/31/92 Page 2

Loc Property Descript. Acquired Sp Mth CL Life SV / Bus% ITC Cost Exp/AFD Prior Dep. Cur Dep. End. Dep.

Group # 5 - LEASEHOLD IMPROVEMENTS

5	1 SUZU BUILDING	12/03/86	R	19.0R		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

Group # 6 -

1	1 PAVING	3/31/89M	M	15.0M		10,000.00	0.00	2,001.25	799.88	2,801.13
2	1 SECURITY SYSTEM	3/31/89M	M	7.0M		2,100.00	152.30	1,141.86	273.73	1,415.61
3	1 LOT LIGHTING	3/31/89M	M	15.0M		8,640.00	0.00	1,729.08	691.09	2,420.17
4	1 WALKWAY	3/31/89M	M	15.0M		15,400.00	0.00	3,081.93	1,231.81	4,313.74
5	1 BUILDING	3/31/89	M	31.3R		265,369.44	0.00	17,199.88	8,424.43	25,624.31
6	1 BUILDING IMPROVEMEN	7/31/89	M	31.5R		36,342.00	0.00	1,970.92	1,153.71	3,124.63
Group Totals						337,851.44	0.00c	27,124.92	12,574.67	39,699.59

Grand Totals

						416,551.78	0.00c	92,859.66	13,767.95	106,627.61
--	--	--	--	--	--	------------	-------	-----------	-----------	------------

3454 2164

00046 00679

CLERK OF THE CIRCUIT COURT
MIDDLESEX WASHINGTON COUNTY

Business Activities

0/92 08:51 pm Loc. # 1 - 999 Or. # 1 - 999

Tax Asset Listing By Location

52-0943828

Client: 31338

Period 4/01/91 - 3/31/92

Page 1

Qty	Property Description	Cost	Serial Number	Memo 1	Memo 2
Location # 1 - 800 POTOMAC AVENUE					
1	VARIOUS ACQUIRED EQUIP	9,186.43			
2	EQUIPMENT	233.24			
3	AIR COMPRESSOR	565.00			
4	JACK	236.39			
5	JACK	242.25			
6	PARTS WASHER	260.00			
7	UNDERCOATING MACHINE	259.83			
8	HUTCHSON SANDER	103.48			
9	AIR COMPRESSOR	183.54			
10	CRICKET TOOLS	310.96			
11	ELECTRONIC TESTER	3,104.40			
12	MACHINE & TOOLS	341.06			
13	CHRYSLER ANALYZER	1,430.00			
14	HESS 1.5 TON JACK	182.00			
15	JACK	389.00			
16	FRAME PULLER	2,684.40			
17	LEAK-BURN COMPUTER	1,066.00			
18	FRONT-END MACHINE	2,301.61			
19	SINGLE SPIN	3,063.00			
20	TIRE CHANGER	1,390.75			
1	FIAT-READER	433.00			
1	ACQUIRED FROM PARTNERSHI	2,684.07			
2	AIR CONDITIONER	900.00			
3	DESKS	434.24			
4	WASTE OIL FURNACE	1,191.75			
3	AMC SIGN	3,702.42			
6	ISUZU SIGN	4,022.00			
7	COPIER	1,200.00			
8	LIFTS	9,247.50			
1	DOODGE TRUCK	3,500.00			
2	DOODGE TRUCK	3,490.00			
5	ISUZU BUILDING	19,562.00			
1	PAVING	10,000.00			
2	SECURITY SYSTEM	2,100.00			
3	LOT LIGHTING	8,640.00			
4	WALKWAYS	13,400.00			
5	BUILDING	265,369.44			
6	BUILDING IMPROVEMENTS	36,342.00			
Grand Totals		416,551.78			

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

P.S.



CLERK OF THE
COURT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~
(Transferor) Middlekauff
Chrysler-Plymouth, Inc.
D0381566

~~Surviving~~
(Transferee) RBS Automotive, Inc
D2835395
(71)

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: James W. Stone

MAIL TO ADDRESS: Miller, Olive
Beachley et al
28 West Washington
Street, P.O. Box 1269
Hagerstown, Md
21741-1269

TOTAL FEES 20

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

00046 00681
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.

ORGANIZATION AND
CAPITALIZATION FEE 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 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN

MAILED APR 13 1993

MD 21741 1269

072C3060691

A 403849



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2454 2157

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY10-2-92 at 8:30 a. .m.,

COHILL CONSTRUCTION, INC.

ARTICLES OF INCORPORATION p

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.

FILED

FEB 24 1 06 PM '93

LENNIE J. WEAVER, CLERK

BY: _____

22768435

~~2454 0049~~

3454 0254

(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

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

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

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

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

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared

thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 1st day of October, A.D. 1992.

Witness:

Jeri M. Baker

Lynn F. Meyers

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

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code 075

ATTENTION: Lynn F. Meyers

MAIL TO ADDRESS: _____

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pcm

3454 0052
3454 0259

00046 00687

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED APR 13 1993

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

MD 21741 1267

07003060409

A 403451



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

~~7454 0048~~

7454 0057

00046 00688

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

9/30/92 at 8:37 .m.

HAGERSTOWN GENERAL RENTAL, INC.

1992 SEP 18 1992 SEP 18 A 8:37 FIRST 7 I

ARTICLES OF INCORPORATION

FIRST: I, 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 three (3), which number may be increased or decreased pursuant to

FILED

1992 SEP 30

FEB 24 1 06 PM '93

3453 2429

22748311

LENNIE J. WEAVER, CLERK BY: 1

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(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, such

shares.

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

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

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

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

3. With respect to any corporate representative other than a present or former Director or Officer, the

7453 2430

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:



 (SEAL)
Richard. L. Bernhard

3453 2431

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

ps



JRT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 77

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: Michael D. Day, Esq.

MAIL TO ADDRESS: Day + Schneider, P.A.
300
120 West Washington Street
Hagerstown, MD
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

3453 2432

APPROVED BY: JMT

00046 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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 13 1993

RETURN TO:
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

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3453 2427

(1)

(2) Hiser Construction, Inc., a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation 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
AND TAXATION

APPROVED FOR PAYMENT

9-29-92 at 8:26 a.m.

1992 SEP 29 A 8:26
1992 SEP 29 A 8:26

This amendment of the charter of the corporation has been approved by

(4) The directors and shareholders

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) Danette Hiser
Secretary

FILED

(5) Samuel K. Hiser
President

FEB 24 1 06 PM '93

GENNIE S. WEAVER, CLERK

BY: _____

22738204

1992 0389

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



RT

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0932 BUSINESS CODE COUNTY 71

D3094695 P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

CODE AMOUNT FEE REMITTED

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

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- Other Change from ordinary stock to close corp.

76 _____ Certificate of Merger/Transfer

Code _____

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

ATTENTION: _____

MAIL TO ADDRESS: _____

Hiser Construction, Inc.
P.O. Box 714
Maugansville, Md
21787

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

3453 0390

APPROVED BY: [Signature]

00046 00696

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
HISER CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 29, 1992 AT 8:26 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

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 APR 13 1993

RETURN TO:
HISER CONSTRUCTION, INC.
P.O. BOX 714
MANUGANVILLE MD 21787

068C3060136

A 403241



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

2453 0298

STATE DEPARTMENT OF
ASSESSMENTS & TAXATION

APPROVED FOR RECORD

7-31-92 at POSTA .m.

JOY'S CONSTRUCTION UNLIMITED, INC

A CLOSE CORPORATION UNDER TITLE 4

STATE DEPT. OF
ASSESSMENTS & TAXATION

RECEIVED
'92 JUL 31 AM 8 05

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.

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

FILED
FEB 24 1 06 PM '93
LENNIE J. WEAVER, CLERK
BY: _____

2438 1054
22138428

2455 2779

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 672 Highland Way, Hagerstown, MD 21740. ✓
The name and post office address of the resident agent of the Corporation in Maryland are James E. Joy, 672 Highland Way, Hagerstown, MD 21740.

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

~~3428 1055~~

3455 2780

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 31st day of July, 1992.

WITNESS:

  (SEAL)
James E. Joy

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31st day of July, 1992, before me, the
subscriber, a Notary Public 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/ her voluntary
act.

WITNESS my hand and Notarial Seal.


Judith A. Springer, Notary Public

My Commission Expires:

January 1, 1995

~~3438 1056~~

3455 2781

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



COURT
TY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

James Jay
672 Highland Way
Hagerstown MD
21740

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

~~2430 1057~~
2455 2782

APPROVED BY: RS

00046 00701
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED APR 15 1993

RETURN TO:
JAMES E. JOY
672 HIGHLAND WAY
HAGERSTOWN

MD 21740

026C3060197

A 398256



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

2400 1770

CERTIFICATE OF

MERGER

TRANSFER

CONSOLIDATION

SHARE EXCHANGE

TO: Clerk of the Circuit Court for Washington County (Land Records)
 _____ Office of State Department of
Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and
Taxation does hereby certify that Articles of Transfer
have been filed in this office on September 28, 1992 at 10:07 A.M.

1) The name of each party to the Articles is _____

MARTIN ESTATES, INC. (A MD CORP.) - TRANSFEROR

GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED PARTNERSHIP (A MD LIMITED
PARTNERSHIP) - TRANSFEREE

2) The name of the successor and the location of its principal office
in this State or if it has none, its principal place of business is

GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED PARTNERSHIP (A MD LIMITED
PARTNERSHIP) - TRANSFEREE

As Witness my hand and the Official
seal of the said Department at Baltimore
this 9th day of October,
1992.

FILED

Geraldine C. Sheley
Geraldine C. Sheley
Officer Supervisor IV

FEB 26 1 07 PM '93

LENN J. WEAVER, CLERK
BY _____

JB
RB

1/20/92 1103a

(A close Corporation under Title 4, Section 4-101 et seq., Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
92 NOV 20 AM 11 03

BLUE CANOPY, INC.

ARTICLES OF INCORPORATION

FIRST: 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.
- (2) 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.
- (3) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

FILED

FEB 26 1 08 PM '93

LENNOR WEAVER, CLERK

23298099

23298093

1464 1475

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 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
- b. Bernice K. Gearhart
- c. Rebecca J. Vardaman

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-

transferable.

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

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of

Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this
19th day of November, A.D. 1992.

WITNESS:

[Handwritten Signature]

E. Kenneth Grove, Jr.
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
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>40</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	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	
83	_____	Cert. Limited Partnership	CODE <u>025</u>
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	ATTENTION: <u>Loreta</u>
22	_____	State Transfer Tax	<u>Shornhill</u>
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	

TOTAL FEES 90

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

3454 1439

00046 00708

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:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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 13 1993

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

MD 21741 1267

103C3062094

A 407446

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2464 1424



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION RECEIVED

DUKE ENGINEERING, INC. APPROVED FOR RECORD

11/9/92 at 9:23 AM 9:23 NOV 9 AM 9:23

ARTICLES OF INCORPORATION

STATE DEPT. OF ASSESSMENTS & TAXATION

OK per

FIRST: I, Richard W. Douglas, whose post office address is 21 Summit Avenue, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is DUKE ENGINEERING, INC.

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:

(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.

RECEIVED
92 NOV 23 AM 9 36
STATE DEPT. OF ASSESSMENTS & TAXATION

FEB 26 1 08 PM '93

23288251

[REDACTED]

3464 1220

DENNIS J. WEAVER, CLERK

BY: _____

23288289

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 or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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-

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 5th day of November, 1992, and I acknowledge the same to be my voluntary act and deed.


Witness

 (SEAL)
Richard W. Douglas

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00712

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

nr

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Douglas
21 Summit Ave
Hagerstown Md
21740 -
5506

TOTAL FEES 49

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: pom

3464 1223

00046 00713

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DUKE ENGINEERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 9, 1992 AT 9:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3541059

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVENUE
HAGERSTOWN

MAILED 409 13 1993

MD 21740 5506

103C3062050

A 407403



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

3464 1219

00046 00714

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT STATE DEPARTMENT OF ASSESSMENTS AND TAXATION WASHINGTON COUNTY

APPROVED FOR RECORD 11/2/92 at 8:51 .M.

RECEIVED '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.

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 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 propoganda, 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 States Internal Revenue Law).

23258336

FEB 26 1 09 PM '93

LENNIE J. WEAVER, CLERK

3454 1191

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

FOURTH: The post office address of the principal office of the Corporation in this State is 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 Phlegger, Larry Hierstetter and Gerrienne 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

00046 00716

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.

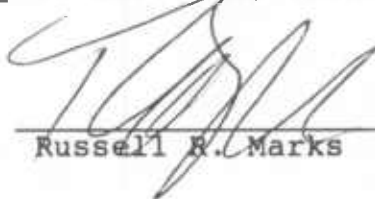
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

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.

WITNESS:

Patricia J. Witmer



Russell R. Marks

(SEAL)

3464 1193

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.

Patricia L. Witmer
Notary Public

My Commission Expires:

7/1/95

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00718
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT DIVISION
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 21

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial _____ Personal
600		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Russell Marks
35 East Washington St
Argershtown Md
21740

TOTAL FEES 50

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pam

2464 1195

00046 00719

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
LONG MEADOW MERCHANTS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 12, 1992 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3541000

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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

MAILED APR 13 1993

MD 21740

103C3062045

A 407399



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

3464 1190

CORPORATION RECORDS

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

11-19-92 at 8:20 a.m.

ARTICLES OF INCORPORATION
OF
SNYDER, ATTORNEYS AT LAW, P.A.

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 amended.

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

FILED
FEB 26 1 09 PM '93

DENNIS J. WEAVER, CLERK

BY: _____

23248271

3460 2889

SNYDER & POOLE, P.A.
ATTORNEYS AT LAW

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 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;

00046 00722

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 November, 1992, and I acknowledge same to be my act.

Nancy E. Harris

George E. Snyder, Jr.
George E. Snyder, Jr.

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

I HEREBY CERTIFY, that on this 16 day of November, 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 foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

3460 2891

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00723
Department of Assessments and Taxation
CLERK OF THE ORPHAN COURT DIVISION
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 006 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	_____
66		Rec. Fee (Revival)	_____
52		Foreign Qualification	_____
50		Cert. of Qual. or Reg.	_____
51		Foreign Name Registration	_____
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____
56		Penalty	_____
54		For. Supplemental Cert.	_____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	_____
80		For. Limited Partnership	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	ATTENTION: <u>G.E. Chip Snyder, Jr.</u>
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	<u>Snyder & Poole, P.A.</u>
70		Change of P.O., R.A. or R.A.A.	<u>28 Jonathan St.</u>
91		Amend/Cancellation, For. Limited Part.	<u>Hagerstown, Md. 21740</u>
99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES _____ 49 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

NOTE:

ARTICLES OF INCORPORATION
OF
SNYDER, ATTORNEYS AT LAW, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1992 AT 8:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 1993

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.

SHARRETT, INC.

ARTICLES OF AMENDMENT

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
NOV 17 11 08 AM '92

Sharrett, Inc., a Maryland corporation (hereinafter 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, ^{FILED} 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 PM '93

MAM:110644.1:11/09/92

LENNIE J. WEAVER, CLERK
BY: _____

23228281-3460 2597

from time to time before the issuance of the shares, the preferences, rights, voting powers, restrictions and limitations as to dividends, qualifications, or the terms or conditions of redemption of, and the conversion rights of, such shares." *U RLL*

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.

Shirley C. Saltis
Secretary

R. L. Sharrett
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00727

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

20195537 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

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

76 _____ Certificate of Merger/Transfer

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

CODE 078
ATTENTION: J. Spring Lloyd

600 _____ Personal MAIL TO ADDRESS: _____

- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

TOTAL FEES 20

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

00046 00728

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
SHARRETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 17, 1992 AT 11:08 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

\$ _____

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.

MAILED 17 1992

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.



ARTICLES OF INCORPORATION

OF
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
WASHINGTON COUNTY MENTAL HEALTH CENTER, INC.
APPROVED FOR RECORD

RECEIVED
'92 NOV 20
STATE DEPT. OF ASSESSMENTS
AND TAXATION
7056

11/20/92 at 756a

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 only that this is and shall be a non-profit corporation, no part of the net earning of which shall inure to

FEB 26 1 09 PM '93

23258449

CENNIS J. WEAVER, CLERK
BY: _____

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.

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

Robert L. Brandt (SEAL) 2464 0310

00046 00732

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th 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.

Dattu K. P. Ramour
Notary Public

My Commission Expires: 6/29/94

3464 0311



WASHINGTON COUNTY CLERK OF THE CIRCUIT COURT
MENTAL HEALTH AUTHORITY 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

3464 0312



RECYCLED PAPER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00734
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>Robert Brandt</u>
		late filing penalties	<u>245 E. Irwin Ave</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Hagerstown Md</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>21742</u>
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3464 0313

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY MENTAL HEALTH CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 20, 1992** AT **7:56** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

03538527

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
ROBERT L. BRANDT
245 E. IRVIN AVE.
HAGERSTOWN

MD 21742

100C3061630

A 407008



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

3454 0307

JP

ARTICLES OF INCORPORATION OF

FWKR REAL ESTATE, INC.

11/18/92

300p

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

23248405 FILED

FEB 26 1 09 PM '93

2464 0248

LENNIS J. WEAVER, CLERK

BY: _____

00046 00737

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

EIGHTH: The name and address of the sole incorporator is:

Name

Address

Peter C. Linzmeyer

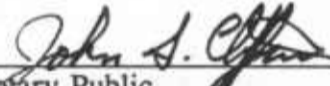
c/o Foley & Lardner
1775 Pennsylvania Ave., N.W.
Washington, D.C. 20006

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 17, 1992, and acknowledge the same to be my act.


Peter C. Linzmeyer
Sole Incorporator

DISTRICT OF COLUMBIA }
 } ss
 }

Personally came before me this 17th day of November, 1992, the above-named Peter C. Linzmeyer to me known to be the person who executed the foregoing instrument, and acknowledged the same.


Notary Public
District of Columbia

My Commission Expires May 31, 1997.

My Commission Expires: _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00738
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02A BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	Certified Copy <u>JP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE 165

ATTENTION: John Clifford

MAIL TO ADDRESS: _____

TOTAL FEES 78

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3464 0250

00046 00739

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FWKR REAL ESTATE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 18, 1992** AT **3:00** O'CLOCK **P.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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 13 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
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2464 0247

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.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-16-92 at 8:31 a .m.

FILED 8 AM 26 FEB 93

RECEIVED

FEB 26 1 09 PM '93

23218677

3463 2857

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

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.

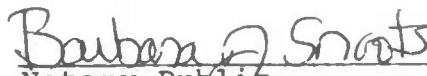
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of NOVEMBER, 1992 and I acknowledge the same to be my act.


W. Kennedy Boone, III
Incorporator

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

I HEREBY CERTIFY, That on this 12th day of NOVEMBER 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.


Notary Public

My Commission Expires:

5-14-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00743
Department of Assessments and Taxation
CLERK OF THE CHANCERY COURT DIVISION
WASHINGTON COUNTY
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

W. Kennedy Boone,
III

MAIL TO ADDRESS: Wachs,
Boone and Schubel,
P.A. attorneys at Law
138 West Washington
Street
Hagerstown, Md.
21740-4769

TOTAL FEES 49

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3453 2860

00046 00744

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ADULT CARE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 16, 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

\$ 20.00

\$ _____

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

100C3061584

A 406963

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



2463 2856

VALLEY ART ASSOCIATION, INC.

a Maryland corporation

(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:

CSH
Change Article 4. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code. *CSH*

(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 members of the corporation. We the board of directors duly authorized the amendments that have been presented to us.

FOR USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK: 23158351

THIRD; (a) The total number of shares of all classes of stock of the corporation heretofore authorized, and the number of 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.

Cynthia La Doons

Secretary

board member

Samuel Johnson

President

board member

FILED

FEB 26 1 10 PM '93

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LENNIS J. WEAVER, CLERK

BY: _____

3453 2660

APPROVED FOR PAYMENT

11-10-92 at 11:44 a.m.

AMENDMENT TO ARTICLES OF INCORPORATION
OF VALLEY ART ASSOCIATION, INC

GSH/HW 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) 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.)

GSH/HW 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 to a state or local government, for a public purpose.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00747
Department of Assessments and Taxation
CLERK OF THE CLERK OF THE COURT DIVISION
WASHINGTON COUNTY
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D3248309 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 20 Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ _____ Personal
- Property Reports and _____
late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

(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 adding IRS required language

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: Valley Art Association, Inc.
To Brent S. Haines
34 E. Irvins Avenue
Hagerstown, Md.
21742

TOTAL FEES 20

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AW

3463 2662

00046 00748

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
VALLEY ART ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 10, 1992** AT **11:44** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

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 13 1993

RETURN TO:
VALLEY ART ASSOCIATION, INC.
C/O GRANT S. HAINES
34 E. IRVIN AVE.
HAGERSTOWN MD 21742

099C3061549

A 406909

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3400 2588



CORPORATION RECORDS

00046 00749

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

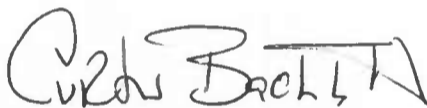
October 22, 1992

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
Treasurer

STATE DEPT. OF
ASSESSMENTS & TAXATION

85 6 10 91 NOV 26.

FILED

RECEIVED

FEB 26 1 10 PM '93 23218427

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LENNIE J. WEAVER, CLERK

APPROVED FOR RECORD

2463 2564

BY: _____

11-16-92 at 9:08 A.m.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00750

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

Room 8
301 West Preston Street
Baltimore, Maryland 212

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
02993327 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonsto

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	<u>\$10.00</u>	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
 - _____ Change of Principal Office
 - ✓ Change of Resident Agent
 - ✓ Change of Resident Agent Address
 - _____ Resignation of Resident Agent
 - _____ Designation of Resident Agent and Resident Agent's Address
 - _____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Advanced
Computers and Electronics Inc
121 East Baltimore Street
Hagerstown, Md 21740

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

_____ 1 Documents on _____ 1 checks

APPROVED BY: RMC

3463 2565

00046 00751

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

**CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
ADVANCED COMPUTERS AND ELECTRONICS INC.**

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 16, 1992** AT **9:08** 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

\$ _____

D2993327

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 13 1993

RETURN TO:
ADVANCED COMPUTERS AND ELECTRONIC
INC.
121 E. BALTIMORE ST.
HAGERSTOWN MD 21740

099C3061517

A 406883



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

3457 000

CROSS CREEK HOMEOWNERS ASSOCIATION, INC.
ARTICLES OF INCORPORATION

mg

1992 NOV 12 11:55

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 law 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 2 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

FEB 26 11:10 AM '93

APPROVED FOR PAYMENT

LENNIS J. WEAVER, CLERK
BY: _____

11-12-92 at 11:55a.m. 23178593 3453 0727

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 Exhibit 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

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

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) Class A Member: 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) Class B Member: 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) Conversion: 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.

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. Cabbage, and Keith Semler. No director need be a member of the Corporation.

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 November, 1992.

WITNESS:

Marilyn V. Hersh

 (SEAL)
Hilton C. Smith, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00759
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE OP

BUSINESS CODE CA

COUNTY 77

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ _____ Personal
- 70 _____ Property Reports and _____
late filing penalties
- 91 _____ Change of P.O., R.A. or R.A.A.
- 99 _____ Amend/Cancellation, For. Limited Part.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ _____ LLC Good Standing (short)
- _____ _____ Other _____

(New Name) _____

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

CODE 078

ATTENTION: _____

Ivan Sanders

MAIL TO ADDRESS: _____

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3453 0734

00046 00760

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

**ARTICLES OF INCORPORATION
OF
CROSS CREEK HOMEOWNERS ASSOCIATION, INC.**

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 12, 1992** AT **11:55** 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

\$ _____

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 13 1993

RETURN TO:
OBER, KALER, GRIMES AND SHRIVER
FRAN LANDERS
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

09803061323

A 406709

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



MELLOTT MINING & MINERALS HOLDING CORP.

APPROVED FOR FILING
11/16/92 at 1:59

ARTICLES OF INCORPORATION

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

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

Mellott 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., 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 classes which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of capital stock (par value

FILED

FEB 26 1 10 PM '93

LENNIE J. WEAVER, CLERK

BY: _____

23218800-483 0514

P

✓

RECEIVED
STATE DEPARTMENT OF
REGISTRATION AND TAXATION
FEB 16 1993

\$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.

(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 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.

(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

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

2463 0517

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,

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

3463 0519

classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(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 this 16th day of November, 1992.

Witness:

Helen K. Foskit
Helen K. Foskit

Dianna L. Brown
Dianna L. Brown

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00769
Department of Assessments and Taxation
CLERK OF THE CHANCERY COURT
WASHINGTON COUNTY
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		LLC Good Standing (short)
		Other

(New Name) _____

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

CODE 048

ATTENTION: Mark Dwyer

MAIL TO ADDRESS: _____

TOTAL FEES 70

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

2453 0522

00046 00770
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MELLOTT MINING & MINERALS HOLDING CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 16, 1992 AT 1:59 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3536380

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 13 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.

7457 0010

00046 00771

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.

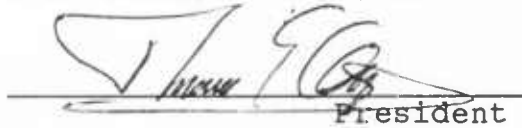
SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing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

C.E. DARNER & SONS, INC.


Secretary


President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-5-92 at 8:50a.m.

STATE DEPT. OF ASSESSMENTS & TAXATION
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RECEIVED
FEB 26 1 38 PM '93
LEANN S. WEAVER, CLERK
BY: _____
52 NOV 5 PM 8 50
100943400317

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 CIRCUIT COURT
WASHINGTON QUARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
D 0226597 P.A. _____ Religious Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	<input checked="" type="checkbox"/> Other Change <u>to a close corp</u>
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	CODE _____
83	_____	C.t. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<u>John H. Urner</u>
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax <u>11/16/92</u>	MAIL TO ADDRESS: <u>Urner,</u>
22	_____	State Transfer Tax <u>J.M.F.</u>	<u>Hairn, Barton &</u>
23	_____	Local Transfer Tax <u>#187394</u>	<u>Williams, Attorneys</u>
31	<u>6</u>	_____ Corp. Good Standing	<u>at Law, 207 South</u>
NA	_____	Foreign Corp. Registration	<u>Potomac Street</u>
87	_____	_____ Limited Part. Good Standing	<u>Hagerstown, Md.</u>
71	_____	Financial	<u>21740</u>
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 26 Check _____ Cash

Documents on _____ checks

APPROVED BY: PM

NOTE: Change status to close Corp

00046 00773

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
C. E. DARNER & SON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 5, 1992 AT 8:50 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

\$ _____

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.

MAILED APR 13 1993

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. 3667-0216

ARCHIBALD MINING & MINERALS, INC.

ARTICLES OF INCORPORATION

11/16/92 at 1:59 p.m.

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.

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., 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 One Hundred Thousand (100,000) shares of capital stock (par value

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DENNIS J. WEAVER, CLERK

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\$1.00 per share), amounting in aggregate par value to \$100,000. Eighty Thousand (80,000) of such shares are initially classified as "Voting Common Stock", and Twenty Thousand (20,000) 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

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.

(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

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.

3463 0173

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid

and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

(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 this 16th day of November, 1992.

Witness:

Helen K. Foskit
Helen K. Foskit

Dianna L. Brown
Dianna L. Brown

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00782

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Jmw BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
		Property Reports and _____
		late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE 048

ATTENTION: Mark Dwyer

MAIL TO ADDRESS: _____

TOTAL FEES 70 _____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PLM

NOTE: change OK per attorney
3453 0173

00046 00783

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ARCHIBALD MINING & MINERALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 16, 1992 AT 1:59 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 13 1993

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

097C3061216

A 406610



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

3457 0158

CORPORATION RECORDS 00046 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 foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

NYDER & ATTORNEYS
AT LAW
POOLE, PA

FILED

23178235

FEB 26 11 11 AM '93

LENNIS WEAVER, CLERK
BY: _____

RECEIVED
NOV 12 AM 9 1

2776

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 Nov, 1992.

Nancy E. Harris

Michael Socks
Michael Socks

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

I HEREBY CERTIFY, that on this 10 day of November, 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 foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hous
Notary Public

My Commission Expires: 4-1-93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00787
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		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	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		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	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	ATTENTION: _____
31		_____ Corp. Good Standing	<u>B.E. "Chip" Snyder Jr.</u>
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>Snyder &</u>
		late filing penalties	<u>Poole, P.A. Attorneys</u>
70		Change of P.O., R.A. or R.A.A.	<u>at Law, 28 Jonathan</u>
91		Amend/Cancellation, For. Limited Part.	<u>Street</u>
99		Art. of Organization (LLC)	<u>Hagerstown, Md.</u>
98		LLC Amend, Diss, Continuation	<u>21740</u>
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 49 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: POM

NOTE: _____
3462 2779

00046 00788

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DOMINION COMPUTER SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 12, 1992 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3535390

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

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

097C3061142

A 406554



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

3462 2775

00046 00789

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CORPORATION RECORDS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

11-12-92 at 8:38 a.m.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 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 1 11 PM '93

LENNIE J. WEAVER, CLERK

BY: _____

23178210

FILED RECEIVED FEB 26 1993 8 38

SNYDER & POOLE, PA. ATTORNEYS AT LAW

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.

Nancy E. Harris

Ronald C. Edens
Ronald C. Edens

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

I HEREBY CERTIFY, that on this 6 day of November, 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 foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00791
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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 Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	<u>M. E. "Chip" Snyder, Jr.</u>
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial _____ Personal	
600		Property Reports and _____ late filing penalties	MAIL TO ADDRESS: <u>Snyder & Poole, P.A. Attorneys at Law, 28 Jonathan Street Hagerstown, Md. 21740</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 48 _____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: Paul

NOTE:

3462 2734

00046 00792
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TROOPER DIRECT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 12, 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

\$

D3535291

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 15 1993

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

097C3061132

A 406548



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

3862 2791

CORPORATION RECORDS

APPROVED FOR

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

11/12/92 at 9:18 AM

RECEIVED
'92 NOV 12 AM 9 18

TRANSCOR, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

RECEIVED

'92 OCT 28 AM 8 28

Transcor, Inc., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: 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 21783.

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

1. Charles H. Ross, Route 3, Box 469, Smithsburg, MD 21783.
2. Arthur A. Snowberger, 674 Marion Street, Hagerstown, MD 21740.
3. Philip J. Groves, 711 Marion Street, Hagerstown, MD 21740.

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

1. 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/Treasurer - 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.

FILED
FEB 26 1 11 PM '93

LENNIE J. WEAVER, CLERK
BY: _____

1781

00046 00794

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 ✓

By: 
Charles H. Ross, President ✓

3462 1782

00046 00795



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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

TRANSCOR, INC.

have been paid.

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:

COT/GAD-409

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

PS



00046 00796

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 21
D0440545 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 20 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 30 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Kaylor & Wautz, Esq.
123 West Washington St.
Hagerstown, MD 21740

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: *PA*

3462 1784

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
OF MARYLAND NOVEMBER 12, 1992 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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 13 1993

RETURN TO:
KAYLOR & WHANTZ, ESQ.
123 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

096C3061077

A 406490



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

3452 1790

ARTICLES OF INCORPORATION

(a close corporation)

OF

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

CRI CONTRACTING, INC.

APPROVED FOR RECORD

1/13/92 at 1:21 p.m.

THIS IS TO CERTIFY THAT:

FIRST: That I, the subscriber, WADE CARL 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, ~~buying~~ selling, and application of oils, stains,

ROCKETT
MES
S AT LAW
STREET
LAND 20707
5-3700
3-3100
2-0455

FEB 26 1 11 PM '93

LENNIE J. WEAVER, CLERK
BY: _____

92 NOV 13 PM 1 21

RECEIVED

23188459 3462 2037

00046 00799

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

pigments, paints, and colors; and to do such incidental financing as may be connected therewith.

FOURTH: The Post Office address of the place at 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 HOFFARTH, 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.

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 Shareholders:

The Directors of the Corporation are

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 16 day of October, 1992, and I have acknowledged the same to be my act.


Wade Carl Hoffarth

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00801
Department of Assessments and Taxation
CLERK OF THE CLERK OF RECORDS DIVISION
WASHINGTON COUNTY Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	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	CODE _____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	<u>Ward Brockett</u>
		late filing penalties	<u>379 Main St.</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Laurel, Md 20707</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 70 _____ Check _____ Cash _____

_____ Documents on _____ checks

APPROVED BY: POM

NOTE: _____
3462 2040

00046 00802

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CRI CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 13, 1992 AT 1:21 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3534724

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 13 1993

RETURN TO:
WARD BROCKETT
379 MAIN STREET
LAUREL

MD 20707

096C3060977

A 406408



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

3462 2076

APPROVED FOR RECORD

10-26-92 at 9:00 Am 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 Wilham, 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 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.

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 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. ✓

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 election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William E. Holtzman.

FEB 26 1 11 PM '93

GENNIE J. WEAVER, CLERK

BY: _____

RECEIVED
NOV 10 10 28 AM '92

23158350

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.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of Oct, 1992 and I acknowledge the same to be my act.

Barbara K. Hutton
Witness

Carl B. [Signature]

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00805

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 027.8 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		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
54		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	
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: <u>Edward</u>
23		Local Transfer Tax	<u>n. Button, Esq.</u>
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>44 North</u>
		late filing penalties	<u>Potomac Street</u>
70		Change of P.O., R.A. or R.A.A.	<u># 104</u>
91		Amend/Cancellation, For. Limited Part.	<u>Hagerstown,</u>
99		Art. of Organization (LLC)	<u>MD 21740</u>
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3462 1851

00046 00806
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WILHAM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 26, 1992 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 13 1993

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. POTOMAC ST., #104
HAGERSTOWN MD 21740

096C3060937

A 406381



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

7052 1842

SEP 21 A 8 25

11/4/92 at 9:39 AM CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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, Hancock, MD 21750.

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.

SEVENTH: The corporation has no known creditors.

EIGHTH: A statement that the corporation, Round Top Hunting Club, Inc. has dissolved. FILED

23098447

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

LENNIE J. WEAVER, CLERK

RECEIVED NOV 9 34 AM 9 34 DEPT. OF REVENUE & TAXATION

FEB 26 1 12 PM '93

3474 1537

approval thereof are true in all material respects.

ATTEST:

Maxwell L. Lulu
Secretary or Assistant
Secretary of Corporation

Samuel W. Caldwell
President or Vice President
of Corporation

WE THE BROAD OF DIRECTORS WISH TO CLOSE THE ROUND TOP
HUNTING CLUB CORPORTATION .

Samuel W. Caldwell Pres.
Maxwell R. Whittle Sec. Pres.
George A. Caldwell Jr. Board.

Jim Wood Jr. Vice Pres.
Gerald Swain Board member.

The Club Round top Huntly Club Inc. Has been
Terminated and we have no more members.

The Board of Directors above has agreed to close
the Corporation. we have no assets own no property

I thank you for your
Cooperation

M. L. Whittle Sec.

~~00046 00808~~
3474 1538

00046 00809



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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

ROUND TOP HUNTING CLUB, INC.

have been paid.

10TH day of JUNE A.D. 19 92.

Allen F. Thompson
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

3674 153

2460 0057

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00810
Department of Assessments and Taxation
CLERK OF THE CHANCERY DIVISION
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DS

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 21

00186171 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Round Top Hunting Club
P.O. Box 63
Round Top Road
Hancock, MD 21750

TOTAL FEES 50

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HA

747-484-0959

00046 00814

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
ROUND TOP HUNTING CLUB, INC.

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

OF MARYLAND NOVEMBER 4, 1992 AT 9:34 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D0186171

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 13 1993

RETURN TO:
ROUND TOP HUNTING CLUB
P.O. BOX 63, ROUND TOP ROAD
HANCOCK MD 21750

092C3060602

A 406086



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

CARPET PLUS ENTERPRISES, INC. APPROVED FOR RECORD
A Close Corporation

11-4-92 at 8:50 A. .m.

ARTICLES OF INCORPORATION

RECEIVED
'92 NOV 4 AM 8 50
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: I, 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:

1. 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 PM '93

LENNIE L. WEAVER, CLERK
BY: _____

23098157

3424-0817

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:

Russ Robinson

_____ (SEAL)
Timothy Lee McSherry
Timothy Lee McSherry

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

I HEREBY CERTIFY, That on this 2nd 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 foregoing Articles of Incorporation, and he acknowledged the signing of the foregoing Articles of Incorporation to be his voluntary act.

00046 00814

CLERK 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

Russ Robinson

Notary Public

**♠ RUSSELL ROBINSON
NOTARY PUBLIC
WASHINGTON COUNTY
MARYLAND**

3474 0819

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00815
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT CHANCERY DIVISION
WASHINGTON COUNTY
Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

Russ Robinson

MAIL TO ADDRESS: _____

Robinson & Robinson
152 W. Washington St.
Hagerstown Md
21740

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents or _____ checks

APPROVED BY: JMT

3474 0820

00046 00816

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CARPET PLUS ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 4, 1992 AT 8:50 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

\$

D3531449

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 13 1993

RETURN TO:
ROBINSON & ROBINSON
RUSS ROBINSON
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

091C3060444

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

JP
Res

(A close Corporation under Title 4, Section 4-101 et seq., Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

STATE DEPARTMENT OF REVENUE
TAXATION

ALPINE ENTERPRISES, INC. *REGISTERED FOR TAXES*

ARTICLES OF INCORPORATION *11/2/92 2:13p*

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 Laws 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

FILED

FEB 26 1 12 PM '93

LENN J. WEAVER, CLERK
BY: _____

23098466

23098465

3459 239

RECORDED NOV 22 1992 2:13

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

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.

00046 00820

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
28th day of October, A.D. 1992.

WITNESS:

Louella J. Hornbush

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00821
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

CODE 075

ATTENTION: Zeretta Thornhill

MAIL TO ADDRESS: _____

TOTAL FEES 90

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

3459 2394

00046 00822
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ALPINE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 2, 1992 AT 2:13 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 40.00

\$ 20.00

\$

D3529559

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 13 1993

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

089C3060193

A 405705



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

2458 2389

CORPORATION RECORDS

00046 00828 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY APPROVED FOR PAYMENT

10-29-92 at 8:16 a.m.

(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

RECEIVED
92 OCT 29 AM 8 16
STATE DEPT. OF ASSESSMENTS & TAXATION

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

FILED
FEB 26 1 12 PM '93

DENNIS J. WEAVER, CLERK

BY: _____

23038300 3459 1724

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

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

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

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. 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: 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.

John E. Clopper

John E. Clopper Sr. (SEAL)
John E. Clopper, Sr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

PS



00046 00828

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>200</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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
54		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	
83		Cert. Limited Partnership	CODE <u>075</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: _____
23		Local Transfer Tax	<u>Lynn J. Meyers</u>
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: _____
		Property Reports and _____	_____
		late filing penalties	_____
70		Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 220 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

3459 1003

00046 00829
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CLOPPER ESTATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE 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.

MAILED APR 13 1993

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

MD 21741 1267

088C3060079

A 405601



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

00046 00830

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
JIMCO TRAILER SALES, INC.

RECEIVED
FEB 29 AM 8 18
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by the provisions 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.

THIRD: 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.

FOURTH: 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.

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), 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.

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 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 purchase or otherwise acquire such shares.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
10-29-92 at 8:18a .m.

FEB 26 1 13 PM '93
LENNIE J. HEWIE, CLERK
BY: 23038283

3459 1791

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 is 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 or 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.

2452 1752

(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

2459 1793

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, conviction, 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

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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.

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

WITNESS:

Barbara J. [Signature]

[Signature]
Dixie C. Newhouse

3459 1795

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00835

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 _____ Organ. & Capitalization
- 61 20 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ _____ Personal
- Property Reports and _____
late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

Dixie C. Newhouse

MAIL TO ADDRESS: Law Offices
Creager & Newhouse,
P.A., Suite 200,
Bryan Centre, 82
West Washington
Street
Hagerstown Md.
21740-4804

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3459 1796

00046 00836
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JIMCO TRAILER SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 29, 1992 AT 8:18 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED APR 13 1993

RETURN TO:
LAW OFFICES CREAGER & NEWHOUSE
ATTN: DIXIE C. NEWHOUSE
BRYAN CENTRE, STE. 200
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4804

088C3060078

A 405600



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

RECEIVED
92 OCT 30 AM 8 47
STATE DEPT. OF
ASSESSMENTS & TAXATION

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

FIRST: 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.

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 purpose for which the Corporation is formed are:

(1) 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 hire a transportation service in all parts of the world for the purpose of transporting passengers, baggage, merchandise and

of every description whatsoever by means of automobiles, motor vehicles, motor trucks, motor buses and airplanes and other vehicles.

LENNIE J. WEAVER, CLERK
BY: _____

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

23048252

10-30-92 at 8:47 a.m.

FILED
FEB 26 10 14 PM '93

2458 1653

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 1959 1964

00046 00839

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 officer 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of October, 1992, and I acknowledge the same to be my act.


Edward L. Kuczynski

7459 16

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00840
Department of Assessments and Taxation
CLERK OF THE COURT DIVISION
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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87		_____ Limited Part. Good Standing
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600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: Kuczynski +

KUCZYNSKI

55 N. Tomatlan St.

Hagerstown, MD 21740

NOTE:

TOTAL FEES 40

Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

00046 00841
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
J. R. TOMLIN TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 30, 1992 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 13 1993

RETURN TO:
KUCZYNSKI & KUCZYNSKI
55 N. JONATHAN ST.
HAGERSTOWN

MD 21740

088C3060056

A 405585



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

GH3-4.GMB
092492:GMB

APPROVED FOR RECORD

9/28/92 at 10:07 a.m.

RECEIVED
92 SEP 28 AM 10 07

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 EXHIBIT A attached hereto.

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. POST OFFICE ADDRESSES: 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:

<u>TRANSFEEE</u>	<u>TRANSFEROR</u>
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.

FEB 26 1 14 PM '93
DENNIS J. WEAVER, CLERK

22728471 2451 1946
22728475

6. **AUTHORIZATION OF TRANSFEREE:** 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. **CONSIDERATION:** 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. **REAL ESTATE OWNED:** 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
Conrad H. Martin
Secretary

BY: Oliver H. Martin (SEAL)
Oliver H. Martin
President

ATTEST:

GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED PARTNERSHIP, a Maryland Limited Partnership

Donald L. Loh
Secretary

BY: A.M.G. ENTERPRISES, INC., a Maryland Corporation
General Partner

BY: Asad M. Ghattas (SEAL)
Asad M. Ghattas
President

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 24th 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 foregoing 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.

Melissa A. Budette

NOTARY PUBLIC

My Commission Expires:

1/1/96

00046 00844

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 24th 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 foregoing 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.

Melissa A. Burdette

NOTARY PUBLIC

My Commission Expires:

1/1/96

00046 00845

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.

3451 1949

00046 00846

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 12 gma BUSINESS CODE _____ COUNTY 71

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

~~Merging~~
(Transferor) Martin Estates, Inc.
DEL31276

Surviving
(Transferee) Shattas Enterprises Maryland
Avenue Limited Partnership
M 3502861

CODE	AMOUNT	FEE REMITTED
10	<u>50</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>19</u>	<u>1</u> Certified Copy <u>7</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	<u>4</u>	Certificate of Conveyance <u>Washington County</u>
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	<u>4,455</u>	Recordation Tax
22	<u>6,750</u>	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

- Name Change
(New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

Code 045

ATTENTION: Krista McGowan

MAIL TO ADDRESS: _____

TOTAL FEES 11,288

Check _____ Cash

1 Documents on 2 checks

APPROVED BY: HW

NOTE:

CERTIFIED COPY MADE

00046 00847
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF TRANSFER
OF
MARTIN ESTATES, INC.
(A MD CORP.) TRANSFEROR
AND
GHATTAS ENTERPRISES MAUGANS AVENUE LIMITED
PARTNERSHIP TRANSFEREE
(A MD LIMITED PARTNERSHIP)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 28, 1992 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

CERT. OF CONV.-WASHINGTON COUNTY

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.

RETURN TO: APR 13 1993 MAILED
MILES & STOCKBRIDGE
ATTN: KRISTA MCGAWAN
10 LIGHT STREET
BALTIMORE

MD 21202

06403062426

A 402801



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3451 1945

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS

SUMAC CORPORATION

ARTICLES OF AMENDMENT12-23-92 22 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:

1. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.

2. The holders of Class B Common Stock shall have no voting rights, 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 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."

23588257

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

FILED

APR 30 11 31 AM '93

LENNIE L. WEAVER, CLERK

BY: _____

2472 1494

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 21st day of December 1992, 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



00046 00850
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 090 BUSINESS CODE _____ COUNTY 71
W0966986 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>46</u>	Organ. & Capitalization	_____
61		Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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
54		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	
83		Cert. Limited Partnership	CODE <u>075</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	ATTENTION: <u>Harriet Bowman</u>
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	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 66 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

00046 00851

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
SUMAC CORPORATION

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

OF MARYLAND DECEMBER 23, 1992 AT 9:51 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 46.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

MAILED JUN 3 1993

MD 21741 1267

125C3062221

A 409808



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

3472 1497

00046 00852

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

CORPORATION RECORDS

12-18-92 at 8:26 a.m.

EAGLE HVAC DESIGN AND SUPPLY, INC. ARTICLES OF INCORPORATION

P

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:

(1) 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
(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

APR 30 11 31 AM '93

LENNIE WEAVER, CLERK

23538172



1472 1175

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 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

3472 1176

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 16th day of November, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

G. Albal

Donald L. Mertz, Jr. (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00855
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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
54		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	
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: <u>Law Offices</u>
		late filing penalties	<u>A. Clair Baker, Jr.,</u>
70		Change of P.O., R.A. or R.A.A.	<u>P. A., Room 216</u>
91		Amend/Cancellation, For. Limited Part.	<u>138 West Washington</u>
99		Art. of Organization (LLC)	<u>Street</u>
98		LLC Amend, Diss, Continuation	<u>Hagerstown, Md 21740</u>
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 40 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

00046 00856

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EAGLE HVAC DESIGN AND SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 18, 1992 AT 8:26 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$

D3557600

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
G. CLAIR BAKER, JR.
138 W. WASHINGTON ST., RM. 216
HAGERSTOWN MD 21740

125C3062139

A 409750

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

FORM 1174



CORPORATION RECORDS

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

CLERK OF THE CIRCUIT COURT

(See instructions on reverse side)

J

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-17-92

at 8:11 a.m.

RECEIVED
DEC 17 8 11 AM '92

FIRST: The undersigned Joseph G. Flatau

whose address is P. O. Box 295 Upper Darby, Penna. 19082

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

SECOND: The name of the corporation is HARBENAUX Inc.

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

Manufacturer's Representative for industrial fiber optics,

lasers, and instrumentation products.

23528450

FOURTH: The post office address of the principal office of the corporation in Maryland is _____

1135 Hamilton Blvd. Hagerstown, Maryland 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are _____

Len Freitick

1135 Hamilton blvd. Hagerstown, Maryland 21740

SIXTH: The corporation has authority to issue 100 shares at \$ 100.00 par value per share.

SEVENTH: The corporation elects to have no board of directors. Until this election takes effect Joseph G. Flatau will be the director.

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

RETURN TO:

HARBENAUX

P. O. Box 325

Elkton, Maryland 21922-0325

SIGNATURE(S)

Joseph G. Flatau

FILED

APR 30 11 31 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

3472 0976
0000 0384

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "CLOSE" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit.

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

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

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director of the corporation until he or she issues stock at the organizational meeting of the board. Thereafter the stockholder runs the corporation directly.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

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

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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00859

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- 70 _____ Property Reports and _____
late filing penalties
- 91 _____ Change of P.O., R.A. or R.A.A.
- 99 _____ Amend/Cancellation, For. Limited Part.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ _____ LLC Good Standing (short)
- _____ _____ Other _____

- (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Harbenaux
P.O. Box 325
Elkton, Md. 21922-0325

TOTAL FEES 40

Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: JMT

71730 00859

00046 00860

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HARBENAUX INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 17, 1992 AT 8:11 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

\$

D3557097

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HARBENAUX
P.O. BOX 325
ELKTON

MD 21922 0325

125C3062088

A 409704



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

2472 0838
0000 0283

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

FILED

APR 30 11 32 AM '93

BY: JENNIFER J. WEAVER, CLERK

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-28-92 at 11:29 p.m.

3471 1432

DEC 2 11:29

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 18th day of December, 1992.

Computerized Business Management
Systems, Inc.

Attest:



Gregory L. Moser, Secretary

By 

Robert L. Calandrelle, President

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 foregoing 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

Richard L. Moser
Notary Public

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00864

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
#D2367142 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: Richard J. McArroy

MAIL TO ADDRESS: McArroy
and Schaefer, Attorneys
at Law
152 West Washington
Street
Hagerstown, Md 21740

TOTAL FEES 20

Check _____ Cash

2 Documents on 1 checks (40.00)

APPROVED BY: JmJ

NOTE:

2471 1435

00046 00865

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:

\$ _____

\$ 20.00

\$ _____

D2367142

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED THAT 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:
MC GORY & SCHAEFER ATTYS. AT LAW
ATTN: RICHARD F. MC GORY
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

124C3062009

A 409631



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

3471 143

1992 DEC 21
11:29
A 11:29

THESE ARTICLES OF MERGER, dated this 18th 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.

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-21-92 at 11:29 p.m.

2471 1419
2358223

Apr 30 11 32 AM '93
RECEIVED CLERK

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

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:

(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.

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

(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

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:

Computer Based Maintenance
Services, Inc.

Gregory L. Moser
Gregory L. Moser, Secretary

By James E. May
James E. May, President

ATTEST:

Computerized Business Management
Systems Inc.

Gregory L. Moser
Gregory L. Moser, Secretary

By Robert L. Calandrella
Robert L. Calandrella, 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
James E. May, President

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
Robert L. Calandrelle, President

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

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 18th day of December, 1992.

Computerized Business Management
Systems, Inc.

Attest:

By Robert L. Calandrelle
Robert L. Calandrelle, President

Gregory L. Moser
Gregory L. Moser, Secretary

00046 00876

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 foregoing 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.


Notary Public

My Commission Expires:

November 1, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor) _____
Computer Based Maintenance
Services, Inc.
D2430866

Surviving
(Transferee) _____
Computerized Business
Management Systems, Inc.
~~D2430866~~ D2367142

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	<u>20</u>	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	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	
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	<u>Richard J. McBrery</u>
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	
87	_____	_____ Limited Part. Good Standing	
71	_____	Financial	
600	_____	_____ Personal	
		Property Reports and _____	MAIL TO ADDRESS: <u>McBrery</u>
		late filing penalties	<u>and Schaefer,</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Attorneys at Law</u>
91	_____	Amend/Cancellation, For. Limited Part.	<u>152 West Washington</u>
99	_____	Art. of Organization (LLC)	<u>Street</u>
98	_____	LLC Amend, Diss, Continuation	<u>Hagerstown, Md</u>
97	_____	LLC Cancellation	<u>21740</u>
96	_____	Reg. Foreign LLC	
94	_____	Foreign LLC Supplemental	
92	_____	_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 20

Check _____ Cash

2 Documents on 1 checks (40.00)

APPROVED BY: JMT

NOTE:

00046 00878

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 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:

\$ _____

\$ 20.00

\$ _____

D2430866

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 GRORY AND SCHAEFER
ATTN: RICHARD F. MCGRORY
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

MAILED JUN 3 1993

124C3062008

A 409630



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

1471 1418

CORPORATION RECORDS

00046 00879

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/21/92 at 3:00 p.m.

J. R. H. ASSOCIATES, INC.

ARTICLES OF AMENDMENT

J. R. H. Associates, Inc., having its principal office in Washington County, Maryland ("the Corporation"), hereby 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.

APR 30 11 32 AM '93

DENNIS J. WEAVER, CLERK

BY: _____

23578262

3471 1329

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:

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 18TH day of DECEMBER, 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
Anna L. Hershey, Secretary

By: John R. Hershey, Jr.
John R. Hershey, Jr.
President

V5/corp/m c cheshire
hershey/cert of amend

2471 1331

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrador



00046 00882

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D0235788 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
		Property Reports and _____	_____
		late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
		Other _____	_____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- Other Change Reassign stocks and discontinue partnership rights privileges, etc.

CODE 067

ATTENTION: Mary Claire Cheskire

MAIL TO ADDRESS: _____

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

2471 1332

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:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

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.

MAILED JUN 5 1993

RETURN TO:
WHITEFORD, TAYLOR & PRESTON
ATTN: MARY CLAIRE CHESHIRE
1400 SIGNET TOWER
7 SAINT PAUL STREET
BALTIMORE

MD 21202

124C3061989

A 409614



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

3471 178

00046 00884

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CORPORATION RECORDS

APPROVED FOR RECORD

ARTICLES OF DISSOLUTION

12/16/92 at 12:30

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 14 day of December, 1992.

Turk Eye Farm, Inc.

By Christian A. Hawbaker Christian A. Hawbaker, Incorporator

RECEIVED 92 DEC 15 PM 12 23

23518432

FILED

APR 30 11 32 AM '93

LENNIE J. WEAVER, CLERK

7471 1310

00046 00885

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

ARNOLD G. HOLZ, CPA,
DIRECTOR

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

Dear Sir/Madam:

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

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

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

2471 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
Director

PAUL B. ANDERSON
Administrator



00046 00886

Department of Assessments and Taxation
WASHINGTON CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

3341534

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	<u>30</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		LLC Good Standing (short)
		Other

(New Name)

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

CODE

ATTENTION:

MAIL TO ADDRESS:

Julie Blair

P.O. Box 548

Jefferson Md

21755-0548

TOTAL FEES

50

Check Cash

NOTE:

92 filed

Documents on checks

APPROVED BY:

[Signature]

7471 1312

00046 00887

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
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ 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

12403061985

A 409610



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

3471 1306

CORPORATION RECORDS

ARTICLES OF MERGER
MERGING

GRO-CON, INC.

(a Corporation of the State of Maryland)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/18/92 at 11:15 a.m.

INTO

ANGSTROHM HOLDINGS, INC.

(a Corporation of the State of Delaware)

FIRST: Angstrom 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 Angstrom 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: Angstrom 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 Angstrom 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 Angstrom Holdings, Inc. has authority to issue is One Thousand (1,000) shares of common stock with no par value.

23568320
A-51

23568320

FILED

Page 1 of 5
1992 DEC 15 10 51 AM

23568321

APR 30 11 32 AM '93

3471 0478

BY: _____
LENN J. WEAVER, CLERK

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 Angstrom 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.

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 Angstrom 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 Angstrom Holdings, Inc. in office at that time.

IN WITNESS WHEREOF, Angstrom Holdings, Inc. and Gro-Con, Inc., the corporate parties to the merger, have caused these articles of merger to be signed

in their respective corporate names and on their behalf by their respective vice-presidents and witnessed or attested by their respective secretaries as of the 17th day of November, 1992.

ANGSTROHM PRECISION, INC.

Attest:

William J. Spires
William J. Spires
Secretary

By Robert A. Freece
Robert A. Freece
Vice President

GRO-CON, INC.

Attest:

William J. Spires
William J. Spires
Secretary

By Robert A. Freece
Robert A. Freece
Vice President

THE UNDERSIGNED, Vice President of Angstrom 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
Robert A. Freece
Vice President

00046 00892

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)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00893

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

fs

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 71

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

Merging (Transferor) Geo-Con, Inc. (Md)
D0324533

Surviving (Transferee) Angstrom Holdings, Inc. (DE)

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	<u>20</u>	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	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	_____
83	_____	Cert. Limited Partnership	CODE <u>007</u>
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	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 50

Check Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

2471 0483

00046 00894
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:

\$ _____

\$ 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.

2471 0477

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

FOR

12/14/92 at 11:47 AM

PINKLY, INCORPORATED

NOV 11 11 11 AM '93

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, Inc^{orporated} 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, Inc^{orporated} is hereby Amended changing the name of the corporation from Pinkly, Inc^{orporated} to 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 here^{FILED} described Article of Amendment is a corporate act.

Apr 30 11 32 AM '93

587 1

LENNIE J. WEAVER, CLERK
BY: _____

3470 1679

895

Signed and attested to on this December 7, 1992.

Olga Armbrister
Olga Armbrister, President

David C. Bethell
David C. Bethell, Secretary

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00896

DEPARTMENT OF ASSESSMENT AND TAXATION
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
D1555655 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) Pinkley, Inc.

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

David Goldberg
107 Sudbrook Ln
Balto md 21208

TOTAL FEES 78

Check _____ Cash

_____ Documents or _____ checks

APPROVED BY: Pom

NOTE:

CERTIFIED 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
BALTIMORE

MD 21209

117C3061587

A 409238



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

2470 1678

20
R/S

12-14-92 9.21a

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:

1. To engage in the purchase, lease, or otherwise acquire, and to hold, manage, improve, maintain, operate, sell and otherwise dispose of real or personal property; and to engage in all activities, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto.
2. To serve as a broker and/or agent for the purchase, sale and lease of real or personal property.
3. To appraise, evaluate and analyze the value of real or personal property.
4. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 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.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, having no par value, all of one class.

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

FILED

23508084

APR 30 11 32 AM '93

CLERK OF THE CIRCUIT COURT

BY: _____

17.8 JUN 17 2003

(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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to by my act this 7th day of December, 1992.

WITNESS:



Paul Gunder

STATE OF PENNSYLVANIA, COUNTY OF FRANKLIN, to-wit:

I HEREBY CERTIFY, that on this 7th 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 foregoing 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:

Notary Seal
Leis A. McClelland, Notary Public
Washington Twp., Franklin County
My Commission Expires Dec 20, 1993
Member Pennsylvania Association of Notaries

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00901

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Michael Schaefer
152 W. Washington St
Hagerstown Md 21740

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: *[Signature]*

3469 2388

00046 00902
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
PROSTAFF REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 14, 1992 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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.

MAILED JUN 3 1993

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 2384

CORPORATION RECORDS

00046 00903

ARTICLES OF INCORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

LOYAL ORDER OF MENS RATS

OF HAGERSTOWN, MARYLAND, INCORPORATED

The undersigned:

12-14-92 844a

Robert H. Brady Sr.
Rt 12 Box 158
Hagerstown, Md. 21740

Peck Wilkinson
312 East Franklin St.
Hagerstown, Md. 21740

Dick King
1045 Rose Hill Ave
Hagerstown, Md. 21740

Bill Barton
603 Maryland Ave.
Hagerstown, Md. 21740

Joe Semler
779 South Potomac St.
Hagerstown, Md. 21740

Earl Baker
P.O.Box 536
Maugansville, Md. 21767

Ronnie Davis
1024 H Noland Dr.
Hagerstown, Md 21740

Jim Young Jr.
1825 Harwood Ave.
Hagerstown, Md. 21740

Richard Young Sr.
720 Maryland Ave.
Hagerstown Md. 21740

Terry Harbaugh
P.O.Box 751
Hagerstown, Md. 21740

Tom White
300 South Mulberry St.
Hagerstown, Md. 21740

Richard Young Jr.
720 Maryland Ave.
Hagerstown, Md. 21740

Spence Stoddard
2009 Linden Drive
Hagerstown, Md. 21740

Herman Hawse
133 East Franklin St.
Hagerstown, Md. 21740

Kenny Toms
1016 Brinkers Drive
Hagerstown, Md. 21740

George Rowe
238 Summit Ave.
Hagerstown, Md. 21740

Harold Fraley
21 Catawba Circle
Hagerstown, Md. 21740

Charles Shadrach
513 Megan Lane Rt 1 Box 7313
Fallingwaters, W. Va.

Terry Lidie
11 North Cleveland Ave.
Hagerstown, Md. 21740

George St. Clair
Hagerstown, Md. 21740

Charles Hall
11 North Cleveland Ave.
Hagerstown, Md. 21740

James Bagley
901 View Drive
Hagerstown, Md. 21740

Jack Fernamburg
110 East Chestnut St.
Funkstown, Md. 21734

Carl Hetzel
Box 315
Funkstown, Md. 21734

Ralph Brunner
949 Maryland Ave.
Hagerstown, Md. 21740

John Douglas
835 West Washington St.
Hagerstown, Md. 21740

FILED

APR 30 11 32 AM '93

WENN... WEAVER, CLERK

RECEIVED
DEC 14 AM 8 54

23478370

3469 2121

00046 00904

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 Hutzell
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

7469 2122

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 Maugansville, Washington County, Maryland. 21767

The corporation shall not be authorized to issue capital stock.

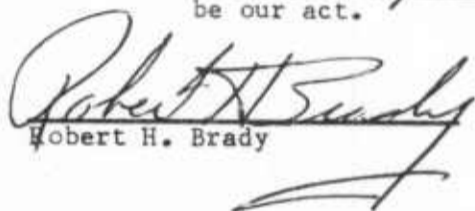
The number of Directors of the corportion shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the corporation, and the names of the directors who shall act untill the first meeting or untill their successors are duly chosen and qualified are:

President- Earl R. Baker
Vice President- Bill Barton
Secretary-Lawrence Lushbaugh
Finance Officer- Richard Young 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 Oct. 5, 1992 and severally acknowledge the same to be our act.


Robert H. Brady


Earl R. Baker

Bill Barton

Jim Young Jr.

Robert H. Brady

Robert H. Brady

Dick King

Richard King

Joe Semler

Joe Semler

Ronnie Davis

Ronnie Davis

Richard Young Sr.

Richard L. Young Sr.

Tom White

Tom White

Spence Stoddard

Spence Stoddard

Kenny Toms

Kenny Toms

Harold Fraley

Harold Fraley

Terry Lidie

Terry Lidie

Charles Hall

Charles W. Hall

Jack Feramburg

Jack Feramburg

Ralph Brunner

Ralph Brunner

Peck Wilkinson

Peck Wilkinson

Bill Barton

Bill Barton

Earl Baker

Earl K. Baker

Jim Young Jr.

Jim Young Jr.

Terry Harbaugh

Terry Harbaugh

Richard Young Jr.

Richard Young Jr.

Herman Hawse

Herman Hawse

George Rowe

George Rowe

Charles Shadrach

Charles Shadrach

George St. Clair

George St. Clair

James Bagley

James Bagley

Carl Hetzel

Carl Hetzel

John Douglas

John Douglas

Sylvester Zeiger

Sylvester Zeiger

Albinas Young

Albin S. Young

Jerry Campbell

Jerry Campbell

Albert Hetzel Jr.

Albert Hetzel Jr.

Dennis Baker

Dennis Baker

Kirk Dowler

Kirk Dowler

Harold Hovermale

Harold Hovermale

James Breathwaite

James Breathwaite

Charles Smith

Charles Smith

Larry Gladhill

Larry Gladhill

Gregory Harbaugh

Gregory Harbaugh

Charles Hutzel

Charles Hutzel

Curt Stevenson

Curt Stevenson

Brent Hahn

Edwin Shrader

Edwin Shrader

Richard Trovinger

Richard W. Trovinger

? Luther Griffith

Luther Griffith

Larry Brown

Larry Brown

Bob Wilson

Bob Wilson

Bob Wilson

Bud Rider

Bud Rider

Cletus Bowlus

Arthur Smith

Arthur Smith

John St. Clair

John St. Clair

Robert Thomas

Robert Thomas

George Tracy

George Tracy

Walt Cline

Walter Cline

Lawrence Lushbaugh

Lawrence Lushbaugh

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00908

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02

BUSINESS CODE 04

COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

(New Name) _____

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

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal

CODE _____

ATTENTION: _____

70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
99	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

MAIL TO ADDRESS: _____

Earl Baker
PO Box 536
Maryansville Md
21767

TOTAL FEES 70

Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: [Signature]

7469 2126

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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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. 2469 2100

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.

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

23458293

APR 30 11 33 AM '93

APPROVED FOR PAYMENT

3469 1489

LENN J. WEAVER, CLERK
BY _____

12-10-92 at 9:00 a.m.

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 00912

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 9th 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 9th day of December, 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.



Notary Public

My Commission Expires:
5-14-94

7459 1491

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00913

Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0239 BUSINESS CODE 036 COUNTY 71

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

W. Kennedy Boone, III

MAIL TO ADDRESS: Wachs,
Boone and Schubel,
P.A. Attorneys at Law
138 West Washington
Street
Hagerstown, Md 21740

TOTAL FEES _____

49 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

3469 1492

00046 00914
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
OF MARYLAND DECEMBER 10, 1992 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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

115C3061036

A 408772



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3488 1488

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.

JJ McElwee Jr
John J. McElwee, Jr.,
Assistant Secretary

RECEIVED
'92 DEC 4 AM 8 53

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED 3321
23308321

APPROVED FOR RECORD

APR 30 11 33 AM '93

12-4-92 at 8:53 A

3468 2818

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00916

Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 80
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D0515858 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
62	_____	Foreign Qualification
60	_____	Cert. of Qual. or Reg.
61	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
63	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	\$10.00	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
 - _____ Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - _____ Resignation of Resident Agent
 - _____ Designation of Resident Agent and Resident Agent's Address
 - _____ Other Change _____

Code _____
ATTENTION: _____

MAIL TO ADDRESS:
William D. Schaefer
152 West Washington St
Hagerstown, MD 21740

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3468 2830

00046 00917
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 DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 4, 1992 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D0515858

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MCGRORY AND SCHAEFER
152 W. WASHINGTON ST.
HAGERTOWN

MD 21740

114C3060951

A 408694



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3455 2508

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

12/9/92 at 8:36 A.M.

ARTICLES OF INCORPORATION OF DREAM CATCHER, Inc., A MARYLAND CORPORATION

RECEIVED

'92 DEC 9 AM 8 36

THIS IS TO CERTIFY:

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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 35 Cumberland Street, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is

DER & POOLE, ATTORNEYS AT LAW

FILED APR 30 11 33 AM '93 DENNIS WEAVER, CLERK BY: _____

23448129 27

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 decreased 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 1st day of December, 1992.

WITNESS:

Carl W. [Signature]
Carl W. [Signature]

Effie C. Mundy
Effie C. Mundy

JoAnne M. Eichelberger
JoAnne M. Eichelberger

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

I HEREBY CERTIFY that on this 1st day of December, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EFFIE C. MUNDY, known to me (or satisfactorily proven) to be person whose name is subscribed to the foregoing document, and who did acknowledge that the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

00046 00920

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WITNESS my hand and Official Notarial Seal.

Jo Anne Schrade
Notary Public

My Commission
Expires: 9-1-94

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

I HEREBY CERTIFY that on this 1 day of December, 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 foregoing document, and who did acknowledge that the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jo Anne Schrade
Notary Public

My Commission
Expires: 9-1-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00921

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 JV BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: Carl Disque

MAIL TO ADDRESS: Snyder & Poole P.A.
28 Jonathan St.
Hagerstown Md
21740

TOTAL FEES 49

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HA

3468 2773

00046 00922

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DREAM CATCHER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 9, 1992 AT 8:36 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:

\$ _____

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:
SNYDER & POOLE
CARL DISQUE
28 JONATHAN ST.
HAGERSTOWN

105 W Franklin St
MD 21740

114C3060937

A 408680



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

PAGE 373

CORPORATION RECORDS

ARTICLES OF INCORPORATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Pursuant to Maryland State Law, the undersigned individual submits these Articles of Incorporation for the purpose of forming a corporation. ~~If the option is available under the 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.

12/9/92 842a

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

91 Western Maryland Parkway, Bay 3 Hagerstown Maryland 21740
address city state zip code

POX RAY

County of Washington

3. The person named in this article (3), is at least 18 (21) years of age, a director of the corporation, and is located at the address found in number 2. above. This person is the initial registered agent, AND the incorporator of the corporation, his/her name being: Robert L. Moats

4. The corporation is authorized to issue one thousand (1000) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the Bylaws. Preemptive rights to acquire additional shares are neither limited or denied. No shares have been issued. The total number of shares proposed to be initially issued is 200, and the total consideration to be received for those shares is \$ 200

5. The Corporation is organized for profit, with perpetual duration, beginning when these articles are filed. The corporation may engage in the transaction of any lawful business permitted by State Law with the primary purpose of the corporation being: Printing

6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

7. The name(s) and address(es) of the Board of Directors, consisting of 2 individuals ~~is~~ are:

Robert L. Moats 18807 Manor Church Rd. Boonsboro, MD 21713

Joel G. Cicero 76 W. Main St. Apt.6 Waynesboro, PA 17268

23458371

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true.

12/07/92

Date

Robert L. Moats
Signature of Incorporator

Robert L. Moats

Name of Incorporator

APR 30 11 33 AM '93

LENNIS J. WEAVER, CLERK

BY: _____

3458 2512

RECEIVED
DEC 9
APR 8 '92

FILED

00046 00924

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 8228 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>36</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
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23	_____	Local Transfer Tax
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NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
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99	_____	Amend/Cancellation, For. Limited Part.
98	_____	Art. of Organization (LLC)
97	_____	LLC Amend, Diss, Continuation
96	_____	LLC Cancellation
94	_____	Reg. Foreign LLC
92	_____	Foreign LLC Supplemental
	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Moats
91 Western Md Parkway
Bay 3
Hagerstown Md 21740

TOTAL FEES 76

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3499 2613

00046 00925

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MASON DIXON PRESS, INC.

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

OF MARYLAND DECEMBER 9, 1992 AT 8:42 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:

\$

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



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3463 2611

CORPORATION RECORDS

00046 00926

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION WASHINGTON COUNTY SHOW KIDS, INC.
ARTICLES OF INCORPORATION

APPROVED FOR RECORD A Charitable and Not-for-Profit
Corporation

12-08-92 at 12:13 .m.

RECEIVED
92 DEC 8 PM 2:13
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

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 virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Washington County 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 AM '93

LENN O. WEAVER, CLERK
BY _____

23448184

3469 1455

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

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

"charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes with in the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of October, 1992, and I acknowledge same to be my act.

WITNESS:

Dana E. Roman

Brenda S. Cauffman
Brenda S. Cauffman

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

On this 29 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.

Dana E. Roman
Notary Public

My Commission Expires:

August 1 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00931

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
99	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Tim Davis

1023 A Maryland Ave.

Hagerstown, Md. 21740

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: *JMT*

3488 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:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 3 1993

RETURN TO:
TIM DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN MD 21740

113C3060783

A 408546



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

3468 3474

CORPORATION RECORDS

00046 00933

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLE OF INCORPORATION STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
OF

THE NEW DUTCH KITCHEN, INC.

APPROVED FOR RECORD
DEC 7 1992 at 9:58

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 Associations Article of the Annotated Code of Maryland, as amended from time to time.

APR 30 11 33 AM '93

LENNIS L. WEAVER, CLERK
BY: _____

23428691
3467 2207

23428690
3466-2255

RECEIVED
85
PM 9
7
STATE DEPT. OF
ASSESSMENT & TAXATION
DEC 7 1992

SNYDER & POOLE, PA.
ATTORNEYS AT LAW

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 be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of November, 1992, and I acknowledge the same to be my act.

WITNESS:

[Signature]

Mary Fran Jefferies
MARY FRAN JEFFERIES

Margaret J. Snyder

[Signature]
MERLE D. HOLLAND

3467 2208

~~3468 2255~~

00046 00935

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 24 day of November, 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 foregoing 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 her voluntary act and deed and that she has full understanding thereof.

WITNESS my hand and Official Notarial Seal.

Margaret J. Slayton (SEAL)

My Commission Expires: 6/1/96

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on the 24 day of November, 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 foregoing 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.

Margaret J. Slayton (SEAL)

My Commission Expires: 6/1/96

3457 2209

~~3455 2257~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

PS



00046 00936
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

(New Name) _____

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

76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Snyder & Poole
28 Jonathan St.
Hagerstown Md 21740

TOTAL FEES 70

Check _____ Cash

NOTE:

1 Documents on 2 checks

2467 2210

APPROVED BY: PCM

2466-2258

00046 00937

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE NEW DUTCH KITCHEN, INC.

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

OF MARYLAND DECEMBER 7, 1992 AT 9:58 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

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 JUN 3 1993

RETURN TO:
SNYDER & POOLE
28 JONATHAN STREET
HAGERSTOWN

MD 21740

111C3060616

A 408315



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3467 2206

3467 2206

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

00046 00938

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD MARYLAND SPORTSTERS, INC.

92 A Non-Profit Charitable Corporation, at 85802

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 of 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 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

APR 30 11 33 AM '93

LENNOR WEAVER, CLERK

23368175

3466 0538

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)(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

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)(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

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 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)(4) 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 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 the foregoing Amendments and the members of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, I have signed these ARTICLES of Amendment this 24th day of November, 1992, and I acknowledge the same to be my act.

WITNESS:

Suzanne M. Moffett

MARYLAND SPORTSTERS, INC.

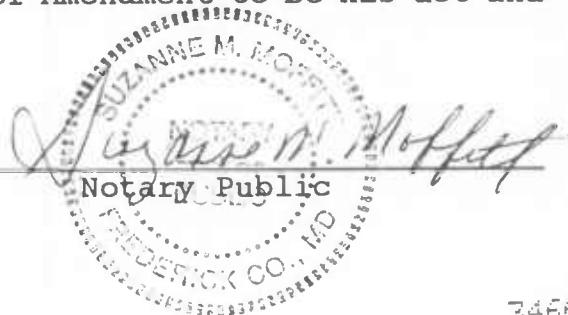
Dennis Wayne Holtz
DENNIS WAYNE HOLTZ

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 24th day of November, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DENNIS WAYNE HOLTZ and acknowledged the foregoing Articles of Amendment to be his act and deed.

WITNESS my hand and Notarial Seal.

My Commission Expires: 8-6-95



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00943

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 09 BUSINESS CODE 04 COUNTY 71
A3509015 P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name)
20		Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.)	
64		Rec. Fee (Transfer)	
65		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
54		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	
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 late filing penalties	MAIL TO ADDRESS:
70		Change of P.O., R.A. or R.A.A.	<u>Stephen Glessner</u>
91		Amend/Cancellation, For. Limited Part.	<u>224 E. Patrick St</u>
99		Art. of Organization (LLC)	<u>Frederick Md 21701</u>
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		LLC Good Standing (short)	
		Other	

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

2466 0543

00046 00944

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MARYLAND SPORTSTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **DECEMBER 1, 1992** AT **8:58** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D3509015

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
STEPHEN GLESSNER
224 E. PATRICK ST.
FREDERICK

MD 21701

107C3060194

A 407995



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

3466 0537

00046 00945

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

11/25/92 at 8:32 .m.

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:

Helen M. Benchoff
12208 Charmian Road
Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr.
c/o J. Martin Benchoff, Sr.
12514 Old Route 16
Waynesboro, PA 17268

David A. Burkholder
1905 Market Square Blvd.
Waynesboro, PA 17268

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

Helen M. Benchoff, President
12208 Charmian Road
Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr.
Vice President
c/o J. Martin Benchoff, Sr.
12514 Old Route 16
Waynesboro, PA 17268

David A. Burkholder
1905 Market Square Blvd.
Waynesboro, PA 17268
Secretary/Treasurer

FILED

APR 30 11 34 AM '93

LENNIS J. WEAVER, CLERK

BY: _____

STATE DEPARTMENT OF ASSESSMENT & TAXATION
92 OCT 23 PM 8 29

RECEIVED

23308293

~~CONFIDENTIAL~~

180 5946

RECEIVED
92 NOV 25 PM 8 32

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 21st day of Sept., 1992.

Attest to Signature
and Corporate Seal:

H & M HOLDING COMPANY

David J. Bushholder
Secretary

By: *Helen M. Benchoff* President
Helen M. Benchoff
President

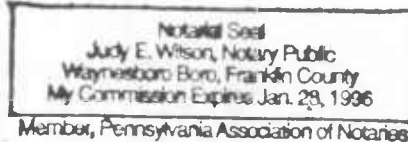
COMMONWEALTH OF PENNSYLVANIA, COUNTY OF FRANKLIN, To-Wit:

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 foregoing 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.

Judy E. Wilson
Notary Public

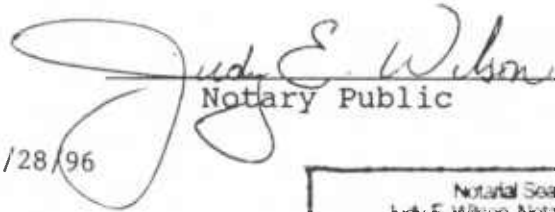
My Commission Expires: 1/28/96



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 foregoing 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: 1/28/96

Notarial Seal
Judy E. Wilson, Notary Public
Waynesboro Boro, Franklin County
My Commission Expires Jan. 28, 1996
Member, Pennsylvania Association of Notaries

00046 00948

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,
DIRECTOR



Dear Sir/Madam:

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

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

H & M HOLDING COMPANY

have been paid.

WITNESS my hand and official seal this

6TH day of AUGUST A.D. 1992 .


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

AUG 10 1992

MY TELEPHONE NUMBER IS:

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

AN EQUAL OPPORTUNITY EMPLOYER

3465 0914

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00949

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 BUSINESS CODE 03 COUNTY 77
D2130748 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent Address
51	_____	Foreign Name Registration	<input type="checkbox"/> Resignation of Resident Agent
13	_____	_____ Certified Copy _____	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	<input type="checkbox"/> Other Change _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	<u>30</u>	Special Fee	CODE _____
80	_____	For. Limited Partnership	ATTENTION: <u>Lynn F. Meyers, Esq.</u>
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	MAIL TO ADDRESS: <u>Meyers, Young + Snow,</u>
85	_____	Termination of Limited Partnership	<u>P.A.,</u>
21	_____	Recordation Tax	<u>P.O. Box 1267</u>
22	_____	State Transfer Tax	<u>Hagerstown, MD</u>
23	_____	Local Transfer Tax	<u>21741-1267</u>
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 50

Check Cash

Documents on _____ checks

APPROVED BY: JmJ

NOTE: Has filed 1992 Return

00046 00950

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
H & M HOLDING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT 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:

\$ 20.00

SPECIAL
FEE PAID:

\$ 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 21741 1267

10403062325

A 407655



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

2465 0910

00046 00951

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPT. OF ASSESSMENTS & TAXATION

11/23/92 933a

To Be Recorded
At The Maryland
State Department
Of Assessments
And Taxation

ARTICLES OF MERGER

Merging

GREENWALD ENTERPRISES, INC.,
A Delaware Corporation

Into

GREENWALD ENTERTAINMENT SOFTWARE, INC.
A Maryland Corporation
And Changing Its Name To
GREENWALD ENTERPRISES, INC.

RECEIVED
'92 NOV 23 AM 9 33
STATE DEPT. OF
ASSESSMENTS & TAXATION

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

APR 30 11 34 AM '93

TENNIS L. WEAVER, CLERK

BY: _____

23288627

2465 0845

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."

FIFTH: 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.

SEVENTH: The Articles of Merger were duly advised, 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.

EIGHTH: An Agreement of Merger setting forth the terms of 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 16, 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.

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

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.

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 16th day of November, 1992.

ATTEST:

GREENWALD ENTERPRISES, INC.,
A Delaware Corporation

Melvin C. Greenwald
Melvin C. Greenwald,
Secretary

By: Richard M. Greenwald (SEAL)
Richard M. Greenwald,
President

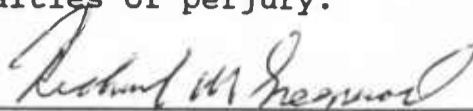
ATTEST:

GREENWALD ENTERTAINMENT SOFTWARE, INC.,
A Maryland Corporation

Melvin C. Greenwald
Melvin C. Greenwald,
Secretary

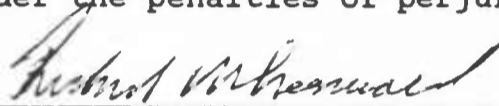
By: Richard M. Greenwald (SEAL)
Richard M. Greenwald,
President

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

C:\LHB\10180A.ACM

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00958

Department of Assessments and Taxation
WASHINGTON COUNTY

CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11 A gma BUSINESS CODE _____ COUNTY 71

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

Merging (Transferor) Greenwald Enterprises, Inc. (de)

Surviving (Transferee) Greenwald Entertainment Software, Inc. (Md)
W 2190361

CODE AMOUNT FEE REMITTED

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

(New Name) Greenwald Enterprises, Inc.

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

- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

CODE 028

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3455 0852

00046 00959

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
FEE 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.

MAILED JUN 3 1993
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.

2455 0044

APPROVED FOR RECORD

00046 00960

CORPORATION RECORDS

11/24/92 at 11:14a

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

BIG BROTHERS OF WASHINGTON COUNTY, MARYLAND, INC.

ARTICLES OF REVIVAL

Title 3, Subtitle 508-509-510 of "CORPORATIONS AND ASSOCIATES ARTICLE" OF THE ANNOTATED CODE OF MARYLAND

RECEIVED NOV 9 AM 8 30 STATE DEPT. OF ASSESSMENTS & TAXATION

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.

RECEIVED NOV 11 AM 11 26

23298396

APR 30 11 34 AM '93 23298395
LENNIE WEAVER, CLERK

3465 0379

(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.

00046 00962

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. Hause
Secretary

BY: Cynthia L. Perini
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.

[Signature]
Notary Public

My Commission Expires:

6/1/96

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00963
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18A BUSINESS CODE _____ COUNTY 71
D0349720 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
99	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) Big Brothers/Big Sisters of
Washington County, Maryland, Inc.

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Big Brothers of Washington County
16 West Franklin St.
Hagerstown, MD 21740

TOTAL FEES 30

Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: [Signature]

00046 00964
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 RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 24, 1992 AT 11:14 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

\$ 10.00

D0349720

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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
HAGERSTOWN MD 21740

104C3062282

A 407615



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

3465 0378

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION 00046-00965

APPROVED FOR FILING BY THE CIRCUIT COURT
WASHINGTON COUNTY

112592 at 9:50 a.m.

RECEIVED
NOV 25 AM 9 50

ARTICLES OF INCORPORATION

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.

FILED
APR 30 11 34 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

23308910

3464 2832

00046 00966

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:

7464 2937

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 Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

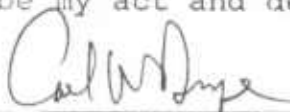
(c) The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(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 WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of November, 1992, and I acknowledge same to be my act and deed.



Carl W. Disque

00046 00969

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 23 day of November, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Carl W. Disque, known to me (or satisfactorily proven) to be the person whose name is subscribed herein, and who did acknowledge the foregoing instrument to be his voluntary act and deed for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Jo Ann Schindel
Notary Public

My Commission Expires: 9-1-94

3464 2836

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00970

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Carl Disque
1108 Fry Ave
Hagerstown Md
21742

TOTAL FEES 51

Check _____ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: [Signature]

3464 2837

00046 00971
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CARL W. DISQUE, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 25, 1992 AT 9:50 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 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 03 1993 MAILED

RETURN TO:
CARL W. DISQUE
1108 FRY AVE.
HAGERSTOWN

MD 21742

104C3062195

A 407543



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

7464 2871

00046 00972

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

APPROVED FOR RECORD

1-21-93 at 8:22 A.m.

22 8 WY 12 NOV 86

RECORDED

30218124

MAY 19 3 01 AM '93

BY: _____
C. J. WEAVER, CLERK

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

~~3480 2639~~

3480 2639

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 15th 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 18th 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.



Notary Public

My Commission Expires:
5-14-94

~~3480 2630~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00975

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

CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		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	_____
83		Cert. Limited Partnership	CODE _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	ATTENTION: <u>Scott L. Schubel</u>
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		_____ Corp. Good Standing	_____
NA		Foreign Corp. Registration	_____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	MAIL TO ADDRESS: <u>Washes, Boone</u>
		Property Reports and _____	<u>& Schubel, P.A. 138</u>
		late filing penalties	<u>Washington Street</u>
70		Change of P.O., R.A. or R.A.A.	<u>Hagerstown, MD 21740</u>
91		Amend/Cancellation, For. Limited Part.	_____
99		Art. of Organization (LLC)	_____
98		LLC Amend, Diss, Continuation	_____
97		LLC Cancellation	_____
96		Reg. Foreign LLC	_____
94		Foreign LLC Supplemental	_____
92		_____ LLC Good Standing (short)	_____
		Other _____	_____

TOTAL FEES 49 Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

NOTE:

2490 2631
2490-2631

00046 00976

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
M. R. HARDWARE, INC.

APPROVED AND RECEIVED FOR 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 RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

03578903

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT 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:
SCOTT L. SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

144C3065394

A 412805



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

3480 3627

CORPORATION RECORDS

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

1-21-93 at 8:30 A.M.

AUTOMATION SECURITY & SURVEILLANCE, INC.

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

RECORDED
MAY 21 AM 8 33

J

ARTICLES OF INCORPORATION

FIRST: 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, ~~and~~ dispose of, pledge and encumber any and all kinds of real, personal, tangible, intangible and mixed, both

MAY 19 3 01 AM '93

CLERK OF THE CIRCUIT COURT

BY: _____

30210151

3490 1814

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 from 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 with a proceeding to the fullest extent permitted by and in accordance

00046 00979

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 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

~~3481-2007~~

3480 1816

00046 00980

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Incorporation, this 20th day of January, 1992, and I
acknowledge the same to be by my act and deed.

WITNESS:

Maloran

Robert Emmett Reidy
ROBERT EMMETT REIDY

~~2480 1817~~
2480 1817

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00981
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger, Consol.)	_____
64		Rec. Fee (Transfer)	_____
65		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	<u>10</u>	<u>1</u> Certified Copy <u>4</u>	_____ Resignation of Resident Agent
56		Penalty	_____ Designation of Resident Agent
54		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	
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: <u>David R. Callahan Attorney</u>
		late filing penalties	<u>at Law 15 North</u>
70		Change of P.O., R.A. or R.A.A.	<u>Court Street Fredrick,</u>
91		Amend/Cancellation, For. Limited Part.	<u>Maryland 21701</u>
99		Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	
97		LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		_____ LLC Good Standing (short)	
		Other _____	

TOTAL FEES 50

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

~~2011 2694~~
3480 1818

00046 00982

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
AUTOMATION SECURITY & SURVEILLANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1993 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:

\$

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 10 1993

RETURN TO:
DAVID R. CALLAHAN, ATTORNEY
15 NORTH COURT STREET
FREDERICK MD 21701

142C3065216

A 412628



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

JUN 10 1993

UNANIMOUS CONSENT TO ACTION AS AND FOR A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
DRS. RUMBARGER AND SCHIRO, P.A.

93 JAN 20 PM 1

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 January 14, 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
James A. Schiro, M.D.
Director

Tara A. Rumbarger
Tara A. Rumbarger, M.D.
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
James A. Schiro, M.D.
President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MAY 19 3 02 AM '93

GENIE J. WEAVER, CLERK

APPROVED FOR RECORD

BY: T-20-93 at 1:30 P.m.

~~3481 2707~~

3480 1441

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00984
CLERK OF THE CIRCUIT COURT and Taxation
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D3420551 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 _____ Organ. & Capitalization
- 61 _____ Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ _____ Personal
- Property Reports and _____
- late filing penalties
- 70 \$10.00 Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Diagnostico & Tralins P.
920 Providencia Road
Towson, MD 21204

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

3490 1442
3491 2308

1 Documents on 1 checks

APPROVED BY: RMC

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.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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.
TCWSON MD 21204

141C3065147

A 412563



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

1480 1440

ARTICLES OF INCORPORATION
OF STATE DEPARTMENT OF ASSESSMENTS
40 WEST MOTORS, INC. AND TAXATION

APPROVED FOR RECORD

THIS IS TO CERTIFY:

1/18/93 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 public and/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 foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 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.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ~~5,000~~ shares of \$1.00 par value.

QUE, P.C.
AT LAW
in Street
land 21740

ST 2000

FILED

MAY 19 3 02 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

30188718490 1237

SIXTH: The number of directors of the Corporation shall be 3, which number may be increased or decreased 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.

WITNESS:
[Signature]
[Signature]

[Signature]
Thomas M. Lacy
[Signature]
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 foregoing document, and who did acknowledge that the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 9-1-94

3491 298

3490 1238

00046 00988

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 foregoing document, and who did acknowledge that the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires: 9-1-94

3481 2105

3480 1239

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00989

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

J.M.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: Carl W. Diquel, Esq.

MAIL TO ADDRESS: 105 West Franklin Street
Hagerstown, MD
21740

TOTAL FEES _____

49 Check _____ Cash

NOTE:

~~3491 2106~~
~~3491 1240~~

_____ Documents on A checks

APPROVED BY: _____

00046 00990

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
40 WEST MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 18, 1993 AT 12:15 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

\$

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 10 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
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2480 1225

CORPORATION RECORDS

00046 00991

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

1993

8:36

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 eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

RECEIVED
MAY 19 8 36 AM '93

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:

(1) 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.

(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 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.

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

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

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

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

Wallace J. Cox, Jr.
Juanita Carol Cox

MAY 19 3 02 AM '93

30218167

2481-1950

CLARENCE J. WEAVER, CLERK

BY: _____

2480 1084

~~RECORDED~~

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

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 4 day of Dec, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

S. Albal _____ Wallace J. Cox, Jr. _____ (SEAL)
Wallace J. Cox, Jr.

3481 1950

7480 109

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00994

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 0103 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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83		Cert. Limited Partnership
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87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____
		late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Clare Baker
138 W. Washington St
Hagerstown, MD
21740

TOTAL FEES _____ 40 Check _____ Cash

Documents on A checks

APPROVED BY: A

NOTE: 14 days 3481 1953

3480 1087

00046 00995
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ROLL-TO-U OIL & LUBRICATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 11, 1993** AT **8:36** 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:

\$ _____

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 10 1993

RETURN TO:
CLAIR BAKER
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

141C3065071

A 412503



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3483 1033

ARTICLES OF INCORPORATION OF
1-19-93 at 8:35 a.m.

Options Unlimited Incorporated

A Close Corporation under Title 4

- I. The undersigned, Kimberly Andras, whose address is Three Christina Centre, 201 N. Walnut 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.
- II. The name of the corporation, hereinafter called the Corporation is Options Unlimited Incorporated.
- III. The Corporation shall be a Close Corporation as authorized by Title 4.
- IV. 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.
- V. 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.

- VI. The total number of shares of stock which the Corporation has the authority to issue is 1000 shares of common stock at no par value.
- VII. 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 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
- VIII. 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.

Kimberly Andras

FILED: 8 60 STAMPED

30198213 1864

MAY 19 3 02 AM '93

LENNIE J. WEAVER, CLERK

BY: _____

3490 0998

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 00997

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 21

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 20 Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
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- 64 _____ Rec. Fee (Transfer)
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- 13 _____ Certified Copy _____
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- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal
- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

(New Name) _____

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

CODE 017

ATTENTION: Kimberly Andras

MAIL TO ADDRESS: _____

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

7421 1865
2480 0859

00046 00998
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
OPTIONS UNLIMITED INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 19, 1993 AT 8:35 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3575362

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED THAT 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: KIMBERLY ANDRAS
THE COMPANY CORPORATION
201 N. WALNUT STREET
WILMINGTON DE 19801

141C3065051

A 412483



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

3480 0997

ARTICLES OF INCORPORATION
OF
SONGWOOD BED & BREAKFAST, INC.

J

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

FOURTH: The post office address of the principal office of the Corporation in this State is 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.

SNYDER
ATTORNEYS AT LAW

RECORDED
INDEXED
MAY 19 3 02 AM '93
LENNIE J. WEAVER, CLERK
BY _____
1-18-93 8:07

3481 1816
30188202
3480 0950

00046 01000

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 January, 1993.

Nancy E. Harris

Carol E. Miller
Carol E. Miller

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

I HEREBY CERTIFY, that on this 7 day of January, 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 foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

3481 1817

3480 0951

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01001

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
		Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		_____ LLC Good Standing (short)
		Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: G.E. Chip
Snyder, Jr. Snyder
Attorney at Law, P.A.
Hagerstown Maryland
21740
28 Jonathan St.

TOTAL FEES 48 Check _____ Cash

NOTE: ~~2481 1818~~
2480 0952

Documents on _____ checks

APPROVED BY: JMT

00046 01002

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 AND TAXATION
OF MARYLAND JANUARY 18, 1993 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:

\$ 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 10 1993

RETURN TO:
G. E. CHIP SNYDER, JR., ATTORNEY
28 JONATHAN STREET
HAGERSTOWN MD 21740

141C3065042

A 412474



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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD 1/18/93

8:11 .m.

ARTICLES OF ORGANIZATION OF LIBERTY KNOLLS FARM, LLC

J

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 foregoing 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 AM '93

LENNIS J. WEAVER, CLERK BY: _____

30138183

30138183 2480 0205

SNYDER ATTORNEYS AT LAW PA

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 8 day of

January, 1993.

Nancy E. Hair

Maureen G. Emswiler
Maureen G. Emswiler

Nancy E. Hair

Charles E. Emswiler
Charles E. Emswiler

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

I HEREBY CERTIFY, that on this 8 day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Maureen G. Emswiler and acknowledged the execution of the foregoing Articles of Organization to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hair
Notary Public

My Commission Expires: 4-1-93

3490 0206

~~3490 0206~~

00046 01005

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 8 day of January, 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 foregoing Articles of Organization to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Davis
Notary Public

My Commission Expires: 4-1-93

~~7-23-93~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01006
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
99	<u>50</u>	Amend/Cancellation, For. Limited Part. Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
_____	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: D. E.
"Chip" Snyder, Jr.

MAIL TO ADDRESS: 28
Jonathan Street
Hagerstown,
MD 21740

TOTAL FEES 59

Check _____ Cash

NOTE:

7480 0208
7481 1019

Documents on _____ checks

APPROVED BY: JMT

00046 01007
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
LIBERTY KNCLLS FARM, LLC.

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

OF MARYLAND JANUARY 18, 1993 AT 8:11 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

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.

MAILED JUN 10 1993

RETURN TO:
G. E. SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN

MD 21740

140C3064896

A 412233



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

3480 0204

ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND
BSDG, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY THAT:

1-13-93 1:56p

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.

FILED

SS I WA

OT 11/13/93

MAY 19 3 03 AM '93

1

3479 2559

LENNIE S. WEAVER, CLERK

30138318

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,

3473 2550

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.

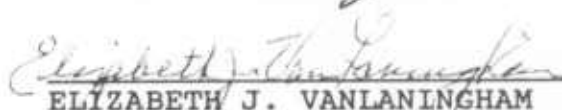
TENTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders except as provided in Maryland Courts and Judicial Proceedings Code Annotated Section 5-349 and any subsequent amendments thereto.

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

11th day of January, 1993.

 (SEAL)
ROBERT E. VANLANINGHAM

 (SEAL)
ELIZABETH J. VANLANINGHAM

3479 2561

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01011
Department of Assessments and Taxation
WASHINGTON COUNTY CLERK DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 _____ Rec. Fee (Amendment)
- 63 _____ Rec. Fee (Merger, Consol.)
- 64 _____ Rec. Fee (Transfer)
- 65 _____ Rec. Fee (Dissolution)
- 66 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 9 1 Certified Copy 3p
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance

- (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Resident Agent's Address
- _____ Other Change _____

76 _____ Certificate of Merger/Transfer

- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership

CODE _____

- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial

ATTENTION: _____

600 _____ Personal

MAIL TO ADDRESS: _____

- Property Reports and _____ late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, For. Limited Part.
- 99 _____ Art. of Organization (LLC)
- 98 _____ LLC Amend, Diss, Continuation
- 97 _____ LLC Cancellation
- 96 _____ Reg. Foreign LLC
- 94 _____ Foreign LLC Supplemental
- 92 _____ LLC Good Standing (short)
- Other _____

E. Suzan Miller
196 E. Main St
Westminster, Md
21157

TOTAL FEES 49

Check _____ Cash

NOTE: _____

3479 250

Documents on PO checks

APPROVED BY: PO

00046 01012

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BSDG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 13, 1993 AT 1:56 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

\$

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

139C3064846

A 412179



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3473 2558

CORPORATION RECORDS

00046 01013

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD

MILCAR CONTRACTING CORP.

01/18/93 at 8:58 a.m.

(A Close Corporation Under Title 4 of Corporation and Association Article)

03 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. Name. 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. Purposes. 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 other buildings, private or public, of all kinds, and to sell or rent the

same. To layout, grade, pave, and dedicate roads, streets, avenues,

MAY 19 3 03 AM '93

3479 2071

LEWIS J. WEAVER, CLERK BY: 30188692

30188691

1993 JAN 18 4 8 58 AM

00046 01013

00046 01014

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. Capital Stock. 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:

- (1) President and Treasurer - Carrie J. Cosner
- (2) Secretary - Herman F. Stamper

3479 2072

00046 01015
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

10. Capital. 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 24th day of December, A.D., 1992.

WITNESS: Christna Skoons

Carrie J. Cosner (SEAL)
Carrie J. Cosner

Christna Skoons

Milton N. Stamper (SEAL)
Milton N. Stamper

Christna Skoons

Herman F. Stamper (SEAL)
Herman F. Stamper

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

I HEREBY CERTIFY, That on this 24th day of December, 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 foregoing Articles of Incorporation, who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Christna Skoons
Notary Public

My Commission Expires: July 1, 1994

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

I HEREBY CERTIFY, That on this 24th day of December, 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 foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Christna Skoons
Notary Public

My Commission Expires: July 1, 1994

00046 01016

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, That on this *24th* day of *December*,
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 foregoing Articles of
Incorporation, who did acknowledge that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Christina Steens

Notary Public

My Commission Expires: *July 1, 1994*

3479 2074

00046 01017

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
Milton N. Stamper, President

MNS:jom

3479 2075

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01018

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	(New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	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	CODE _____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	<u>Robert B. Stone</u>
	_____	late filing penalties	<u>120 North Potomac St</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Hygestown, MD 21740</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3479 2076

00046 01019

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MILCAR CONTRACTING CORP.

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

OF MARYLAND **JANUARY 18, 1993** AT **8:58** O'CLOCK **A.M.** AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ 20.00

\$ 20.00

\$ _____

D3573011

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ROBERT B. STONE
120 NORTH POTOMAC ST.
HAGERSTOWN

MD 21740

138C3064751

A 412090



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3478 3070

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

1-11-93 at 8:25 A.m.

RECEIVED
'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 Organization to be my act this 8th day of January, 1993.

WITNESS:

FILED

Carlton D. Spidre
MAY 19 3 03 AM '93

James D. Johnson, Jr.

3479 0149

ENNIS WEAVER, CLERK
BY _____

30118467

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.

00046 01022

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
HARFORD COUNTY
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 40 BUSINESS CODE _____ COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

- 10 _____ Expedited Fee
 - 20 _____ Organ. & Capitalization
 - 61 _____ Rec. Fee (Arts. of Inc.)
 - 62 _____ Rec. Fee (Amendment)
 - 63 _____ Rec. Fee (Merger, Consol.)
 - 64 _____ Rec. Fee (Transfer)
 - 65 _____ Rec. Fee (Dissolution)
 - 66 _____ Rec. Fee (Revival)
 - 52 _____ Foreign Qualification
 - 50 _____ Cert. of Qual. or Reg.
 - 51 _____ Foreign Name Registration
 - 13 _____ Certified Copy _____
 - 56 _____ Penalty
 - 54 _____ For. Supplemental Cert.
 - 53 _____ Foreign Resolution
 - 73 _____ Certificate of Conveyance
-
- 76 _____ Certificate of Merger/Transfer
-
- 75 _____ Special Fee
 - 80 _____ For. Limited Partnership
 - 83 _____ Cert. Limited Partnership
 - 84 _____ Amendment to Limited Partnership
 - 85 _____ Termination of Limited Partnership
 - 21 _____ Recordation Tax
 - 22 _____ State Transfer Tax
 - 23 _____ Local Transfer Tax
 - 31 _____ Corp. Good Standing
 - NA _____ Foreign Corp. Registration
 - 87 _____ Limited Part. Good Standing
 - 71 _____ Financial
 - 600 _____ Personal
-
- 70 _____ Property Reports and _____ late filing penalties
 - 91 _____ Change of P.O., R.A. or R.A.A.
 - 99 50 _____ Amend/Cancellation, For. Limited Part. Art. of Organization (LLC)
 - 98 _____ LLC Amend, Diss, Continuation
 - 97 _____ LLC Cancellation
 - 96 _____ Reg. Foreign LLC
 - 94 _____ Foreign LLC Supplemental
 - 92 _____ LLC Good Standing (short)
 - _____ Other _____

(New Name) _____

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

CODE _____

ATTENTION: James D. Johnson, Jr.

MAIL TO ADDRESS: Law Offices
Strick and Schildt A
Professional Association
135 West Washington
Street Hagerstown, Maryland
2176

TOTAL FEES _____ 50 Check _____ Cash

NOTE:

3478 0151

Documents on _____ checks

APPROVED BY: A

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 OF ASSESSMENTS AND TAXATION

OF MARYLAND **JANUARY 11, 1993** AT **8:25** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 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 10 1993

RETURN TO:
JAMES D. JOHNSON, JR.
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

137C3064525

A 411901



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

3479 0148

00046 01024

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

T. R. SUTTON ENTERPRISES, INC. DEPARTMENT OF ASSESSMENTS
A MARYLAND CLOSE CORPORATION STATE AND TAXATION

ARTICLES OF AMENDMENT APPROVED FOR RECORD

1-12-93 at 8:47 a.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 December 15, 1992, and its President acknowledges that

FILED

30128167

May 19 3 03 AM '93

GENNIE J. WEAVER, CLERK

BY: _____

3478 2579

00046 01025

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.

Donna L. Dunaway
, Secretary

By: Erma A. Sutton
Erma A. Sutton, President

3478 2580

00046 01026

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
D2656171 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee	(New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	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
54	_____	For. Supplemental Cert.	_____ and Resident Agent's Address
53	_____	Foreign Resolution	<input checked="" type="checkbox"/> Other Change <u>Change to a</u>
73	_____	Certificate of Conveyance	<u>Close Corp.</u>
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	CODE <u>075</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	ATTENTION: <u>Harriet L. Bouman</u>
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	_____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	MAIL TO ADDRESS: _____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
99	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Reg. Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	_____ LLC Good Standing (short)	_____
	_____	Other _____	_____

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

7478 2581

00046 01027

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 AND TAXATION
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 10 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET L. BOWMAN
P O BOX 1267
HAGERSTOWN

MD 21741 1267

136C3064438

A 411823



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3472 2576

CORPORATION RECORDS

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 00046 01028

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY
APPROVED FOR RECORD

1-12-93 at 8:47 a.m.

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:

FIRST: 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 03 AM '93

SEAN J. WEAVER, CLERK

25 8 06 21 NOV 80

30128168

00046 01029

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

the best of her knowledge, information and belief.

ATTEST:

Eastcoast Hardwood Veneers, Inc.

Catherine R. Buehler
Catherine Buehler,
Secretary

By: Frederica R. Buehler
Frederica R. Buehler,
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01030

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

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
D2665016 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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

(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 Change to Become a Close Corp

76 _____ Certificate of Merger/Transfer

- 75 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
- 85 _____ Termination of Limited Partnership
- 21 _____ Recordation Tax
- 22 _____ State Transfer Tax
- 23 _____ Local Transfer Tax
- 31 _____ Corp. Good Standing
- NA _____ Foreign Corp. Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal

CODE 075

ATTENTION: Harriet L. Bowman

MAIL TO ADDRESS: _____

- 70 _____ Property Reports and late filing penalties
- 91 _____ Change of P.O., R.A. or R.A.A.
- 99 _____ Amend/Cancellation, For. Limited Part.
- 98 _____ Art. of Organization (LLC)
- 97 _____ LLC Amend, Diss, Continuation
- 96 _____ LLC Cancellation
- 94 _____ Reg. Foreign LLC
- 92 _____ Foreign LLC Supplemental
- _____ LLC Good Standing (short)
- _____ Other _____

TOTAL FEES 20

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

00046 01031

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
EASTCOAST HARDWOOD VENEERS, INC.

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

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2665016

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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:
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
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7478 2574

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

1-6-93 at 8:15A .m.

THE 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.

J. Gregory Hannigan
J. 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
BONNIE BEACHLEY, Secretary and Executive Director

FILED

MAY 8 9 15 AM '93

MAY 19 3 03 AM '93

30068082

3478 2515

LENNIS J. WEAVER, CLERK
BY: _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01033

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
DO215046 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) The Washington
County Council on Alcoholism
and Drug Dependency Incorporated

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

CODE _____

ATTENTION: J. Gregory
Hannigan

MAIL TO ADDRESS: Washington
County Council on
Alcoholism and Drug Dependency
Arts Building 5 Public
Square Hagerstown,
Maryland 21740

TOTAL FEES 20

Check _____ Cash

NOTE: name change - OR

Documents on _____ checks

APPROVED BY: Pom

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 RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
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 10 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

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3478 294

CORPORATION RECORDS

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

1-12-93 at 10:05 A.M.

ARTICLES OF INCORPORATION
OF
DILLARD, INC.

(A Close Corporation)

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.

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 L. Dillard.

MAY 19 3 04 AM '93

TENNIS J. WEAVER, CLERK

BY: _____

FILED
MAY 21 1993

747E

30128347

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.



Douglas K. Thornton, Esquire

(SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01037

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

CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02 jmo

BUSINESS CODE

03

COUNTY

21

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		LLC Good Standing (short)
		Other

(New Name) _____

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

CODE _____

ATTENTION: Douglas K. Thornton,
Esquire

MAIL TO ADDRESS: Law Offices
Stern & Kresolek, P.A.
Suite, 300 Harview
Professional Center 1003
West Seventh Street
Frederick, Maryland
21701-4129

TOTAL FEES

48

Check _____ Cash _____

NOTE:

Documents on _____ checks

APPROVED BY: _____

A

3478 2387

00046 01038

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DILLARD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 12, 1993** AT **10:05** 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

\$ _____

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 10 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

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2478 298

00046 01039

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

6-11-83 at 10:16 A.M.

CORPORATION RECORDS

Tidler & Associates, P.A.
(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 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.

30118630

RECORDED
INDEXED
JUN 11 1983

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.

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

3478 2338

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 21st 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 21st day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:
5-14-94

00046 01042

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
Department of Assessment and Taxation
WASHINGTON, D.C.
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 022 BUSINESS CODE 06 COUNTY 71
_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal
		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
99		Art. of Organization (LLC)
98		LLC Amend, Diss, Continuation
97		LLC Cancellation
96		Reg. Foreign LLC
94		Foreign LLC Supplemental
92		LLC Good Standing (short)
		Other

(New Name) _____

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

CODE _____

ATTENTION: Scott

L. Schubel

MAIL TO ADDRESS: Wachs, Boone and Schubel, P.A. Attorneys
at Law 13x West
Washington Street
Hagerstown, Maryland
21740-4769

TOTAL FEES _____

49 Check _____ Cash

NOTE:

Documents on _____ checks

3478 2741

APPROVED BY: A

00046 01043

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TIDLER & ASSOCIATES, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 11, 1993** AT **10:16** O'CLOCK **A. M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3571122

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WACHS, BOONE & SCHUBEL, P.A.
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

136C3064380

A 411770



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

00046 01044

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ARTICLES OF INCORPORATION
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1993
MAY 12

G. W. DUVALL, INC.

APPROVED FOR RECORD

1/12/93 at 500

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

LENNIE J. WEAVER, CLERK

BY: _____

30138096

3478 1691

00046 01045

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.

3478 1692

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 6th day of January, 1993, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Kenneth E. Kline, Jr.
Kenneth E. Kline, Jr.

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

I HEREBY CERTIFY, That on this 6th 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.

Pamela S. Ambrose
Notary Public

My Commission Expires:

Aug. 1, 1995

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01047

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 029mer BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger, Consol.)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
	_____	Property Reports and _____
	_____	late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
99	_____	Art. of Organization (LLC)
98	_____	LLC Amend, Diss, Continuation
97	_____	LLC Cancellation
96	_____	Reg. Foreign LLC
94	_____	Foreign LLC Supplemental
92	_____	_____ LLC Good Standing (short)
	_____	Other _____

(New Name) _____

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

CODE _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Kenneth Klein Jr
1257 Wood Highway
Hagerstown Md
21740

TOTAL FEES 90

Check _____ Cash

NOTE:

3478 1684

Documents on _____ checks

APPROVED BY: [Signature]

00046 01048

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 ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 12, 1993** AT **1:30** O'CLOCK **P.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3569886

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3478 1690

CORPORATE RESOLUTION

FOR

TRI-STATE COMMUNITY HEALTH CENTER, INC.

RESOLVED: This 7 day of December, 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.

Aillene Downs
Aillene Downs, Secretary

FILED

CS 5 WJ TT NOV 88.

CORPORATE

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

MAY 19 8 04 AM '93

APPROVED FOR RECORD

1-11-93 at 9:59 A.M.

30118206 3477 1031

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00046 01050

Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D2344661 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
66	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____
600	_____	_____ Personal
70	\$10.00	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wm. Gray Schaeffer
152 West Washington St
Hagerstown Md 21740

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

1 Documents on 1 checks

3477 1032

APPROVED BY: RMC

00046 01051
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
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:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2344661

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MCGRORY AND SCHAEFFER
152 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

134C3064055

A 411487



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. EOLIO.

3477 1030

