CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT H & F ENTERPRISES, INC. ARTICLES OF AMENDMENT

STATE DEPARTMENT OF ASSESSMENTS
AND TAXALIOL

APPROVED FOR RECORD

01/08/93 at 8:40 q.m.

H & F ENTERPRISES, INC., a Maryland corporation, having its principal office at Box 84, Route 180, Jefferson, Maryland 21755, (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 is hereby amended by striking in its entirety Subparagraph (2) of Article FOURTH and substituting in lieu thereof the following:

"FOURTH: To erect, construct, establish, purchase, lease and otherwise acquire; to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of flowers, flower shops and stores; generally to conduct the business of flower shops and stores and all related shops, stands and stores; 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, materials, products, and merchandise incidental and related thereto, or of use therein."

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

"FIFTH: The post office address of the principal office of the Corporation is 10205 Mar Rock Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent in this State is Helen F. Sumner, 10205 Mar Rock Drive, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

THIRD: By written informal action, unanimously taken by the Stockholder's of the Corporation acting without a Board of Directors, said stockholders having elected to have no Board of Directors, pursuant to Section 2-505 of the Corporations and

MAY 19 3 04 AH '93

LENNIC J. WEAVER, CLERK

30038280

CLERK OF THE CIRCUIT COURT

Association's Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly advised the foregoing amendments.

IN WITNESS WHEREOF, H & F ENTERPRISES, 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 on this 1st day of January, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of H & F 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:

H & F ENTERPRISES, INC.

Helen F Sumner President

00047. 00003

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

H & F ENTERPRISES, INC. INFORMAL ACTION OF STOCKHOLDERS

January 1, 1987

The undersigned, constituting the sole stockholder of H & F ENTERPRISES, INC., a Maryland Corporation (the "Corporation"), in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions set forth below.

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the State Department of Assessments and Taxation of Maryland Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS our signatures the day and year first above written.

STOCKHOLDER:

Helen F. Sumner

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT Department A Season CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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4		Rec. Fee (Transfer)		
5		Rec. Fee (Dissolution)		Change of Name
6		Rec. Fee (Revival)		Change of Principal Office
2		Foreign Qualification		Change of Resident Agent
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1		Foreign Name Registration		Address
3		Certified Copy	_	Resignation of Resident Agent
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF H & F ENTERPRISES, INC.

APPROVED AND RECEIVED FOR REC	CORD BY THE S	TATE DEPARTMENT	OF ASSESSMENT	S AND TAXATION
OF MARYLAND JANUARY	8, 1993	AT 8:40	O'CLOCK	A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDI	ED.			
			+	
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
\$	\$	20.00	\$	
	44.11	D1312321		
TO THE CLERK OF THE COURT OF		WASHINGTON	COUNTY	

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

MAILED JUN 1 0 1993

RETURN TO: SHOEMAKER, HORMAN & CLAPP, P.A. ATTN: RUSSELL I. HORMAN 124 NORTH COURT ST. FREDERICK MD 21701

13403064050

A 411482

RECORDED IN THE RECORDS OF THE MARYL NO MARY NO MARYL NO MARY NO MARY

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

CORPORATION RECORDS

00047 00006

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

FREDDIE'S CORNER, 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:

FIRST: The Charter of the Corporation is hereby amended by deleting Article SECOND and inserting in lieu thereof the following new Article SECOND:

SECOND: That the name of the Corporation is:

GENERAL NUTRITION CENTER OF HAGERSTOWN, INC.
SECOND: The Board of Directors of the Corporation at a meeting duly convened and held December 23, 1992, unanimously adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held December 23, 1992, immediately following the Board of Directors Meeting.

THIRD: Notice setting forth the said Amendment of the Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all stockholders 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, President of Freddie's Corner, Inc., 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 bhalf 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.

FREDDIE'S CORNER, INC.

By Harold E. Harold E. Levey President

(SEAL)

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

I HEREBY CERTIFY, That on this 31st day of December , 1992, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold E. Levey, President of Freddie's Corner, Inc., 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 k nowledge, information and belief. FILED

Witness my hand and official Notarial Seal.

MAY 19 3 04 AH '93

My Commission Expires: February 1, 1996

LENNIC J. WEAVER, CLERK

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES



00047 00007

CLERKION THE THE PROPERTY OF THE AND TOWN THE PROPERTY OF THE

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: ____

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

FREDDIE'S CORNER, INC.

CHANGING ITS NAME ID:

GENERAL NUTRITION CENTER OF HAGERSTOWN, INC.

APPROVED AND	RECEIVED FOR I	RECORD E	BY THE S	TATE DEP	ARTMENT (OF ASSESSMENT	IS AND TAXATION
OF MARYLAND	JANUARY	11,	1993	AT	8:28	O'CLOCK	A . M. AS IN CONFORMIT
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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

JUN 1 G 1995

RETURN TO: CHARLES WAGMAN, JP. 16 E. ANTIETAM ST. HAGERSTOWN

MD 21740



134C3064049

A 411480

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3477 1005

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASS . AND TAMATION

APPROVED FOR RECORD

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

1-4-93 at 3.22p.m.

MATHIAS ENTERPRISES, LLC

ARTICLES OF ORGANIZATION

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, being at least eighteen years of age, hereby forms a limited liability company pursuant to the laws of Maryland.

SECOND: The name of the limited liability company (herein the "Company") is "Mathias Enterprises, LLC."

THIRD: The latest date on which the Company is to dissolve is December 31, 2050.

FOURTH: The purpose for which the Company is formed is for the purpose of carrying on any lawful business and to engage in any activity permitted by law.

FIFTH: The address of the Company's principal office in Maryland is 1720 Dual Highway, Hagerstown, Maryland 21740.

SIXTH: The name and address of the resident agent of the Company is A. L. Mathias, 21925 Durberry Road, Smithsburg, Maryland 21783.

IN WITNESS WHEREFORE, I have signed these Articles Organization and acknowledge them to be my act on this day of January , 1993.

Arthur R. Rose

FILED

May 19 3 04 AH '93

LENNIC L. WEAVER, CLERK

30058071

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00010

Departmented Assistant Report Transion
WASHING FRANCISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION OF MATHIAS ENTERPRISES, LLC.

APPROVED ANI	RECEIVED	FOR RECOR	D BY	THE STATE	DEPARTMENT	OF	ASSESSMENTS	AND	TAXATION
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OF MARYLAND JANUARY

4, 1993 AT

3:22 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

CAPITALIZATION FEE PAID:		-	400		487	-/1	10	9 /	411		
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SPECIAL FEE PAID:

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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TI: HEINGERG & GREEN - ANDREA BARR 100 STUTH CHARLES STREET BALTIMORE MD 21201

13403064006

A 411441

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2477, 0797



CORPORATION RECORDS ARTICLES OF AMENDMENT

(1)

00047 00012.

BILLE CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

E. Russell Hicks Middle School Band Boosters Assocation, Inc. corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corportation is hereby amended as follows:

Delete the last subsection of Article 7 which currently states:

Not withstanding 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 tax law. "

Insert the following in its place as the last subsection of Article 7:

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) *

This amendment of the charter of the corporation has been approved by

the Directors and Membership We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act. 15) Rose S. Hon President 2477 0466 EENNIC U. WESVER, CLERK

STATE OF MARYLAND

WILLIAN DON'ALD SCHAEFER Governor

LLOYD W JONES

PAUL B. ANDERSON Administrator



00047 00013

Department of Assessments and Taxation WASHINGTON FARMER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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2		State Transfer Tax		ATTENTION:		
3		Local Transfer Tax				
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

E. RUSSELL HICKS MIDDLE SCHOOL BAND BOOSTERS
ASSOCIATION, INC.

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

OF MARYLAND JANUARY 11, 1993 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

\$ _____

D3176088

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

HIN 1 U 1993

RETURN TO: HARCLD ISEMINGER 10827 CAK VALLEY DR. HAGERSTOWN

MD 21740

OF ASSESSMENT WARYLA

13303063944

A 411377

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO,

00047 00015

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ACCESSMENTS

APPROVED FOR MACORD

1-8-93 at 8:52 A.m

ARTICLES OF INCORPORATION

OF

EMSWILER MASONRY COMPANY



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 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 Emswiler Masonry Company.

THIRD: The purposes for which the Corporation is formed are as follows: Underground masonry and hydroseeding.

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

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 10702 Mapleville Road, Hagerstown, MD 21742. The name and post office address of the Resident Agent of the Corporation 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 Corporation has authority to issue is 1000 shares of the offer value.

LENNIC J. WEAVER, CLERK

3477 0190

30088277

SNYDER & ATTOMMEYS POOLE, 4A

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: Maureen G. Emswiler and Charles E. Emswiler.

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 $\frac{29}{100}$ day of $\frac{29}{100}$, 1992.

Dancy E. Dovis

Maureen G. Emswiler

Mancy & Hois

Charles E. Emswiler

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

I HEREBY CERTIFY, that on this <u>39</u> day of <u>1) certify</u>, 1992, 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 aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 29 day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles E. Emswiler and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

3.m.



CLERK OF THE CIRCUIT COURT Taxation Department HIGFS STREET STATE TO TAXATION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF EMSWILER MASONRY COMPANY

APPROVED AND RECEIVED FOR RECO	ORD BY TH	E STATE D	EPARTMENT (OF ASSESSME	NTS A	ND TAXATION
OF MARYLAND JANUARY	8, 199	3 AT	8:52	O,CTOCK		A • M. AS IN CONFORMIT
WITH LAW AND ORDERED RECORDED).					
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		D356	57443	_		
TO THE CLERK OF THE COURT OF		WASH	HINGTON	COUNTY		

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

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

RETURN TO: SNYDER, ATTERNEYS AT LAW 28 JCNATHAN STREET HAGERSTOWN MD 21740

133C3063892

A 411330



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECERDING COUNTY

WASHINGTON COUNTY

APTICLES OF AMENDMENT

The Alice Virginia and David W. Fletcher Foundation, Inc., a

Maryland not for profit corporation (the "Foundation"), which

maintains its principal office at 82 West Washington Street,

Hagerstown, Maryland 21740 hereby certifies to the Department of

Assessments and Taxation for the State of Maryland (the

"Department") that:

FIRST: By written informal action, unanimously taken by

the Board of Directors of the Foundation, pursuant to MD. CODE

ANN. [CORP. & ASS'N] Sec. 2-408(c) (1985 Repl. Vol.), the Board

of Directors of the Foundation, acting as the members of the

Foundation, duly approved the amendments to the Charter.

lieu thereof the following:

government for a public purpose.

belief.

Witness and Attest:

Winchester Sherman, Jr.

MAY 19 3 05 AM '93

FENNIS J. WEAVER. CLERK

Secretary []

striking, in its entirety, Article SEVENTH and by substituting in

distributed to the Federal government, or to a state or local

FOUNDATION, 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 this

day of December 1992, and its President acknowledges that these Articles of Amendment are the act and deed of The Alice Virginia

and David W. Fletcher Foundation, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his knowledge, information and

1993 JAN -5 P 2: 20

SEVENTH: Upon dissolution of this Foundation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or any corresponding section of any future federal tax code, or shall be

IN WITNESS WHEREOF, THE ALICE VIRGINIA AND DAVID W. FLETCHER

The Charter of the Foundation is hereby amended by

The Alice Virginia and David W.

William P. Young, Jr.

President //

Fletcher Foundation, Inc., a Maryland not for profit corporation

30068193

2678

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor



00047 00021 Depletives Juanus Granter Division

Room 809 301 West Preston Street Baltimore, Maryland 21201

LLOYD W. JONES Director PAUL B. ANDERSON Administrator

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE ALICE VIRGINIA AND DAVID W. FLETCHER
FOUNDATION, INC.

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

OF MARYLAND JANUARY

6, 1993 AT

2:20 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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CAP	ITAI	LIZA	TION	FEE	PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

\$ ____

D3335056

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1995

RETURN TD:
HYLIND INFOQUEST, INC.
ATTN: SYVIL
307 DOLPHIN ST.
BALTIMORE

MD 21217

132C3063816 A 411247

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARCHIBALD MINING & MINERALS, INC.

ARTICLES SUPPLEMENTARY

Archibald Mining & Minerals, 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: .1/7/93

FIRST: Pursuant to authority expressly vested in the Board of Directors of the Corporation by Article SIXTH of the Charter of the Corporation, the Board of Directors has duly reclassified 1,200 shares (of the 79,200 unissued shares) of the Voting Common Stock of the Corporation and 1,800 shares (of the 19,800 unissued shares) of the Non-Voting Common Stock of the Corporation into a class of Preferred Stock, and has provided for the issuance of such class.

SECOND: The terms of the Preferred Stock as set by the Board of Directors are as follows:

- (1) 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 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.
- (2) 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 the Preferred Stock and any other class of stock hereafter classified or reclassified having a preference or 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. The holders of the Preferred Stock shall be entitled to receive an amount equal to \$100 per share plus, in the case of each share, an amount equal to all dividends, if lange declared thereon but unpaid.

May 19 3 05 AH '93 ____

15945-20

630.Z02014B:11/24/92 LENNIC J. WEAVER, CLERK

1993 JAN - 7 P 2: 44

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(3) 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.

IN WITNESS WHEREOF, Archibald Mining & Minerals, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on December 31, 1992.

WITNESS:

ARCHIBALD MINING & MINERALS, INC.

Forrest R. Mellott,

Secretary

Robert D. Archibald,

President

THE UNDERSIGNED, President of Archibald Mining & Minerals, Inc. who executed on behalf of the Corporation Articles Supplementary of which this Certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles Supplementary to be the corporate act of said Corporation and hereby certifies that the matters and facts set forth herein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Robert D. Archibald,

President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



00047 00025

Department of Assessment and Taxation WASHINGTON COMMITTER DIVISION

301 West Preston Street Baltimore, Maryland 21201

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ODE	AMOUNT	FEE REMITTED	
0	30	Expedited Fee (New	w Name)
0		Organ. & Capitalization	
1	20	Rec. Fee (Arts. of Inc.)	
2 3		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6 2		Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3 6		Certified Copy Penalty	Resignation of Resident Agent Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
5		Special Fee	
0		For. Limited Partnership	NUE
3		Cert. Limited Partnership Amendment to Limited Partnership	CODE 070
4 5		Termination of Limited Partnership	1 -00 1
1		Recordation Tax	ATTENTION: Willie Norton
2		State Transfer Tax Local Transfer Tax	ATTENTION: WELLE TO MOTE
3 1		Corp. Good Standing	
A		Foreign Corp. Registration	
7 1		Limited Part. Good Standing Financial	
00		Personal	l
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)		late filing penalties Change of P.O., R.A. or R.A.A.	
, 		Amend/Cancellation, For. Limited Par	-t.
)		Art. of Organization (LLC)	
3 7		LLC Amend, Diss, Continuation LLC Cancellation	
5		Reg. Foreign LLC	
4		Foreign LLC Supplemental	
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		Check Cash	94762497 NOTE:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY

OF

ARCHIBALD MINING & MINERALS, INC.

APPROVED AND RI	ECEIVED FOR RECOR	RD BY	THE ST	TATE DEPAR	RTMENT OF	ASSESSMEN	NTS A	ND TAXATION	
OF MARYLAND	JANUARY	7,	1993	AT	2:44	O'CLOCK		P • M. AS IN CONFORMIT	Y
WITH LAW AND OF	RDERED RECORDED.								
		-							
ORGANIZATION AND CAPITALIZATION FEE PAI	D:			RECORDING FEE PAID:				SPECIAL FEE PAID:	
\$			s		20.00		\$		

D3536133

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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



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

132C3063776

A 411210



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS ARTICLES OF INCORPORATION FOR

Hagerstown, Maryland

AT5-11S

MASHINGTON COURTA

(See instructions on reverse side.)

STATE DEPARTMENT OF AS

APPROVED FOR RECORD FIRST: The undersigned. Mary Beth Truax 145 Belview Avenue whose address is _ Hagerstown, Maryland 21742 , 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 ____ FRIENDSHIP REBEKAH LODGE #8 I.O.O.F. Inc. THIRD: The purposes for which the corporation is formed are as follows: A charitable non-profit organization engaged in charitable & benevelent work within the community. FOURTH: The post office address of the principal office of the corporation in Maryland is _St. Johns Lutheran Church Hagerstown, Maryland 21740 FIFTH: The name and post office address of the resident agent of the corporation in Maryland are __JoAnn_Stau Belview Avenue 21,742 SIXTH: The corporation has no authority to issue capital stock. SEVENTH: The number of directors of the corporation shall be _____ 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 _ Albert Powell Mary Powell 9 Alma Ross EIGHTH: NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act. RETURN TO: SIGNATURE(S) Mary Beth Truax 145 Belview Avenue

May 19

3 05 AH 33

3476 1785

LENNIC - WEAVER, CLERK

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00028 Department of A sacksments and Taxation CHARTERIDINGS ON

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	MENT CODE	02	BUSINESS C	ODE	04	COUNTY	71
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FRIENDSHIP REBEKAH LODGE #8 I.O.O.F. INC.

APPROVED AND	RECEIVED FOR RE	ECORD B	Y THE STATE DE	PARTMENT C	OF ASSESSMENT	S AND TAXATION
OF MARYLAND	JANUARY	4,	1993 AT	9:10	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND O	ORDERED RECORE	DED.			24 3	
ORGANIZATION ANI CAPITALIZATION FEE P			RECOR FEE P			SPECIAL FEE PAID:
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			D356	6635		
TO THE CLERK O	E THE COURT OF		UACL	TNCTON	COUNTY	

RETURN TO: MARY BETH TRUAX 145 BELVIEW AVE. HAGERSTOWN

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

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

MD 21742



A 411101

132C3063646

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO-

4476 17B4

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY APPROVE ARTICLES OF INCORPORATION at 8.479.m.

OF AUTO LOGIC, INC.

FIRST: I, James W. Stone, whose post office address is P. O. Box 1269, Hagerstown, Maryland 21741, 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 AUTO LOGIC,

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

- (1) To engage in the sale of used automobiles and trucks; and to engage in any other lawful purpose and/or business.
- To do anything permitted by Section 2-103 of (2) the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Franklin Stephen Himes, 3828 Olive School Road, Knoxville, Maryland 21758. 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 hundred thousand (100,000) shares of common stock, with a par value of One (\$1.00) Dollar per share.

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

- If there is no stock outstanding, the number (1)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 placed and have qualified are: Franklin Stephen Himes

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.
- (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,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 31st day of December, 1992, and I acknowledge the same to be my act.

WITNESS:

Dibra M. Kline

Dames W. Stone

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

I HEREBY CERTIFY, That on this 31st day of December, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Deba McClure Kline

My Commission Expires:

Mail to:

James W. Stone, Esquire

P. O. Box 1269

Hagerstown, Maryland 21741

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00033

Department of greeks openiul and la kation Washill CHARFER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ARTICLES OF INCORPORATION OF AUTO LOGIC, INC.

OF MARYLAND JANUARY

4. 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

20.00

D3564986

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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, ET AL 28 W. WASHINGTON STREET HAGERSTOWN MD 21741

132C3063481

A 410948



STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



00047 00035 STATE DEPARTMENT OF ASSESSMENTS APPROVED FOR RECORD at/0:/4

CORPORATION RECORDS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

COLONIAL LEASING AND CONSTRUCTION, 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, Mark D. Thomas, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland, 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 Colonial Leasing And Construction,

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:

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

FILED

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EENNIC L. WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1681 Langley Drive, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland are Mark D. Thomas, 82 West Washington Street, Hagerstown, Maryland 21741-1267. 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 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:

Glenn R. Shindle 2011 Cherry Hill Circle Hagerstown, Maryland 21742

Keith R. Shindle 431 Pangborn Boulevard Hagerstown, Maryland 21740

Kim S. Stull 1712 Abbey Lane Hagerstown, Maryland 21740

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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.
- No contract or other transaction between the (b) 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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 30th day of December, A.D., 1992.

Witness:

Harriet J. Beurran

Mark D. Thomas

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



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2		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
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0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy Penalty	Resignation of Resident Agent Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
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3		Cert. Limited Partnership	CODE 0.15
34		Amendment to Limited Partnership	
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22	-	State Transfer Tax	ATTENTION: Harrier Grown
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

COLONIAL LEASING AND CONSTRUCTION, INC.

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

OF MARYLAND DECEMBER 31, 1992 AT 10:14 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL

s 20.00

20.00

\$ _____

D3564309

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1995

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

132C3063413

A 410894

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7476 0546



00047 00041. STATE DEPARTMENT OF ASSESSMENTS CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

AND TAXATION

APPROVED FOR RECORD

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at $\frac{12:4}{4}$.m.

FAIRVIEW ORCHARDS LANDBESITE TO THE TO BE 12:41

ARTICLES OF AMENDMENT

FAIRVIEW ORCHARDS LANDBESITZ, INC., a Maryland corporation (hereinafter the "Corporation") hereby certifies to the Maryland State Department of Assessments and Taxation (the "Department") as follows:

FIRST: The Corporation desires to amend the charter of the Corporation (the "Charter") represented by Articles of Incorporation originally filed with the Department on June 5, 1992.

SECOND: The Charter of the Corporation is hereby amountaing in its entirety Article SIXTH of the Charter and The Charter of the Corporation is hereby amended by substituting in lieu thereof the following new Article SIXTH:

The total number of shares of stock of all SIXTH: classes which the Corporation has authority to issue is Fifteen Million (15,000,000) shares of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00).

The foregoing Amendment was duly advised by the Board of Directors of the Corporation by unanimous written consent and approved by the sole stockholder of the Corporation by written consent.

FOURTH: Immediately before adoption of the foregoing Amendment, the Corporation had authority to issue Ten Million (10,000,000) shares of stock of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

FIFTH: After giving effect to the foregoing Amendment, the Corporation will have authority to issue Fifteen Million (15,000,000) shares of stock of the par value of One Cent (\$0.01) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Fifty Thousand Dollars (\$150,000.00).

The information required by Subsection (b)(2)(i) of Section 2-607 of the Maryland General Corporation Law was not changed by the foregoing Amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and fifts corporate seal to be hereunder affixed and attested by its Secretary as of this 28th day of December, 1992, and its President acknowledges that these Articles of Amendment

MAY 19 3 07 AH '93

TENNO - WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

are the act and deed of the 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:

FAIRVIEW ORCHARDS LANDBESITZ, INC.

Edgar Ertel

Secretary

By:

Gerhard Ruess

President

SEAL

8736-1

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: _

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00043

Department of this essentiate and Taxation WASHINGT CHARTER DIVISION

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3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	Change of Name
5		Rec. Fee (Dissolution)	Change of Name
6 2		Rec. Fee (Revival)	Change of Principal Office Change of Resident Agent
0		Foreign Qualification	Change of Resident Agent
1		Cert. of Qual. or Reg. Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty .	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
5		Special Fee	
0		For. Limited Partnership	CODE_054
3		Cert. Limited Partnership	CODE
4 5		Amendment to Limited Partnership Termination of Limited Partnership	
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2		State Transfer Tax	ATTENTION: Skum Phillips
3	- 7	Local Transfer Tax	ATTENTION: OFFICE OF THE STATE
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		late filing penalties .	
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1		Amend/Cancellation, For. Limited	Part.
9		Art. of Organization (LLC)	
8		LLC Amend, Diss, Continuation	
7		LLC Cancellation	
6		Reg. Foreign LLC	
4		Foreign LLC Supplemental	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

FAIRVIEW CRCHARDS LANDBESITZ, INC.

APPROVED AND	RECEIVED FOR RECO	RDE	BY THE S	TATE DEF	PARTMENT OF	F ASSESSMENTS .	AND 1	TAXATION	
OF MARYLAND	JANUARY	5,	1993	AT	12:41	O'CLOCK	P •	M. AS IN CONFORMIT	Y
WITH LAW AND	ORDERED RECORDED),							

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

20.00

20.00

\$ _____

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 JUN 1 0 1993

RETURN TO: SEMMES, BOWEN & SEMMES ATTN: SHARON PHILLIPS 250 WEST PRATT STREET BALTIMORE

MD 21201

13103063344

A 410822

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2476 0285



OOO47 OOO45 STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT APPROVED FOR RECORD
WASHINGTON COUNTY

L2-30-92 at 8:45 a.m.,

CORPORATION RECORDS CAP COMPUTING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Joseph B. Helman, Jr., whose post office address is 1703 Garden Lane, Apt. #3, Hagerstown, Washington County, Maryland 21740, I, David J. Helman, whose post office address is 242 North Mulberry Street, Hagerstown, Washington County, Maryland 21740 and I, Dolores M. Helman, whose post office address is 1703 Garden Lane, Apt. #3, Hagerstown, Washington County, 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 CAP Computing, Inc..

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

- (a) To sell, service and program computers, printers and network systems and other allied products; to sell computer software, supplies and office furniture and equipment.
- (b) To provide bulk mail advertising services including printing and distribution of advertisement flyers.
- (c) 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.

FILED

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LENNIC U. WEAVER, CLERK

25. SE DEC 30 SE 03. S

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CLERK OF THE CHROUIT COURT WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in this State is 11000 Bower Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Joseph B. Helman, Jr., 1703 Garden Lane, Apt. #3, 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 the authority to issue is one thousand (1,000) shares of a par value of One Hundred (\$100.00) Dollars (\$100.00), 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).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in

an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

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: Joseph B. Helman, Jr.; David J. Helman and Dolores M. Helman.

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,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the assets of the Corporation then remaining in the hands of the Corporation shall be distributed in accordance with the Laws of the State of Maryland.

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.

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

WITNESS:

Joseph B. Helman, Jr

David J. Belman

Doloros M. Holman

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00049

Department of Assessments and Taxation WASHINGTON COMMITTER DIVISION

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ODE	AMOUNT	FEE REMITTED	
0		Expedited Fee	(New Name)
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1	20	Rec. Fee (Arts. of Inc.)	
2		Rec. Fee (Amendment)	
3	-	Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	Observe of Name
5		Rec. Fee (Dissolution)	Change of Name
6	-	Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4	-	For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES CF INCORPORATION CAP COMPUTING, INC.

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

OF MARYLAND DECEMBER

30, 1992 AT

8:45 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

20.00

20.00

D3563236

TO THE CLERK OF THE COURT OF

MARYLAND MINIME

WASHINGTON COUNTY

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

RETURN TG: KAYLOR & WANTZ 123 W. WASHINGTON STREET HAGERSTOWN MU 21740

13103063257

A 410746

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.





RECORDS

00047 00051

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY ALVERTON STATE DEPAL

THE POTOMAC EDISON COMPANY

ZEEL Articles Supplementary (Maryland) / Articles of Amendment (Virginia)

The name of the corporation is The Potomac Edison Company.

- Pursuant to the provisions of Article I of the Articles of Incorporation of the corporation included as Part Sixth of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporations has the power to 2. redeem and reclassify shares of its Cumulative Preferred Stock.
- Pursuant to said authority, the Board of Directors on September 10, 1992, approved the 3. redemption of all the corporation's outstanding \$9.64 Cumulative Preferred Stock, Series H, on November 20, 1992.
- All rights to the \$9.64 Cumulative Preferred Stock, Series H, are cancelled effective 4. November 20, 1992.
- The 150,000 shares redeemed constitute authorized but unissued shares of the same class, 5. but undesignated as to series.

December 29, 1992 Dated:

THE POTOMAC EDISON COMPANY

SI OI WY US DET SE.

May 19 3 08 AH '93

LENNIC . WEAVER, CLERK

30048115 3475 1640

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



0004/00052 ·

Department of Assessments COURTaxation WASHINGTON ARTHER DIVISION

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY OF THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR	RECORD BY T	HE STATE DEPARTMENT	OF	ASSESSMENTS	AND	TAXATION
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DECEMBER 30, 1992 AT 10:16 O'CLOCK A .M. AS IN CONFORMITY OF MARYLAND WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

SPECIAL FEE PAID:

20.00

D0515080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> MAILED JUN 1 II 1993 RETURN TO: POTOMAC EDISON ATTN: EUGENE MC CAULEY 10435 DOWNSVILLE PIKE HAGERSTOWN

MD 21740 1766

13003063149

A 410639

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 1639



CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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THE POTOMAC EDISON COMPANY

Articles Supplementary (Maryland) -Articles of Amendment (Virginia) 0-92

- The name of the corporation is The Potomac Edison Company. 1.
- Pursuant to the provisions of Article I of the Articles of Incorporation of the corporation included as Part Sixth of the Agreement and Articles of Merger, dated as of May 31, 1974, as amended, the Board of Directors of the Corporations has the power to 2. redeem and reclassify shares of its Cumulative Preferred Stock.
- Pursuant to said authority, the Board of Directors on September 10, 1992, approved the redemption of all the corporation's outstanding \$9.40 Cumulative Preferred Stock, Series E, on November 20, 1992.
- All rights to the \$9.40 Cumulative Preferred Stock, Series E, are cancelled effective 4. November 20, 1992.
- The 50,000 shares redeemed constitute authorized but unissued shares of the same class, but undesignated as to series.

Dated:

December 29, 1992

THE POTOMAC EDISON COMPANY

ce President

FILED

May 19 3 08 AH '93

LENNIC L. WEAVER, CLERK

30048114

3475 1637

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY:



00047 00055

DEPARTMENT OF CONTROL DIVISION

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES SUPPLEMENTARY

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THE POTOMAC EDISON COMPANY

APPROVED AND	RECEIVED FOR	RECORD BY	THE STATE	DEPARTMENT O	OF ASSESSMEN	TS AND TAXATION	
OF MARYLAND	December	30, 1992	AT	10:16	O'CLOCK	A. M. AS IN CON	FORMITY
WITH LAW AND	ORDERED RECO	OR DED.					
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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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gcs recorded in the records of the

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3475 1636

O0047 00057

CORPORATION RECORDS

STATE DIFFACTORY

APPROVED FOR RECORD

APPROVED FOR RECORD

12-31-92 at 1.29 a.m.,

ARTICLES OF AMENDMENT

UTILITY SUPPLY COMPANY, INC., a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that as a result of a special meeting held on the 12th day of May, 1992, the Board of Directors and Stockholders of the Corporation have duly voted and authorized Utility Supply Company, Inc. to operate as a close corporation under Title 4, and incorporates those changes and revises the original articles of incorporation accordingly.

approved by the directors and shareholders.

of perjury that the foregoing is a corporate act.

SS DEC 31 HW II SO

FILED

23668494

This amendment of the charter of the corporation has been

We the undersigned President and Secretary swear under penalties

MAY 19 3 08 AH *93

LENNIC J. WEAVER, CLERK

ny.

3475 1391

1 Tesidant

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



0004/00058

Department of Assessments until Taxation WASHINGTON COMMETTER DIVISION

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52	20	Rec. Fee (Amendment)				
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54		Rec. Fee (Transfer)				
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	APPROVED	BY: / C/M				3475 17

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT OF UTILITY SUPPLY COMPANY, INC.

APPROVED AND	DECEIVED FOR DE	CORD BY TI	IC STATE D	EDA PTMENT O	E ACCECCMENT	IS AND TAXATION	
AFFROVED AND					r Assessmen	IS AND TAXATION	
OF MARYLAND	DECEMBER	31, 19	992 AT	11:29	O'CLOCK	A •M. AS IN CONFORM	T
WITH LAW AND C	RDERED RECORD	ED.					
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D3301272

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

RETURN TO: UTILITY SUPPLY COMPANY ATTN: DOUGLAS M. MILLS 17600 LAPPANS RD., (RT. 68) ST. JAMES MD 21781

13003063102

A 410594



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 2475 1390

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(A close Corporation under Title 4, Section 4-101 <u>et seq.</u>, Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

STATE DEPARTMENT OF ASSESSMENTS,

REALTY LEASING, INC.

AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD

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 Realty Leasing, 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 leasing and management of residential and commercial 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 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

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EENNIC J. WEAVER! CLERK

BY:

23658230 2365 6255, 1215

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 117 S. Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Kenneth E. Ritter, 117 S. Potomac 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 of common stock, no 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, but shall never be less than one (1); and the name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Kenneth E. Ritter

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 28Th day of Jermen , A.D., 1992.

Witness:

. Kenneth Grove, Jr.

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: _

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00064

Departmenterk Assessments and datation WASHICHARTERIDIVISION

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4 5		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
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3		Foreign Name Registration Certified Copy	Address Resignation of Resident Agent
6		Penalty For. Supplemental Cert.	Designation of Resident Agent and Resident Agent's Address
3		Foreign Resolution Certificate of Conveyance	Other Change
6		Certificate of Merger/Transfer	
5		Special Fee For. Limited Partnership	
3 4		Cert. Limited Partnership Amendment to Limited Partnership	CODE
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00047 00065 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

REALTY LEASING, INC.

APPROVED AND	RECEIVED FOR REC	ORD BY THE	STATE DEPA	ARTMENT O	F ASSESSMEN	TS AND TAXATIO	ON
OF MARYLAND	DECEMBER	29, 199	2 AT	2:26	O'CLOCK	P • M. AS II	N CONFORMITY
WITH LAW AND	ORDERED RECORD	ED.					
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D3561974

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 1 0 1993

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

MD 21741



130C3063066

A 410570

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3475 1214

CORPORATION RECORDS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY Sinia A.

12/29/92 10200

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POOLE & POOLE, P.A.

ARTICLES OF INCORPORATION

FIRST: I, DAVID K. POOLE, JR., whose post office address is 35 East 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotate Code of Maryland, as amended.

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

POOLE & POOLE, P.A.

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

- (1) To engage in the general practice of law; to offer legal services to the general public and to federal, state, and local governments;
- (2) To do anything permitted by Section 2-Fold EP the Corporations and Associations Article of the

HAY 19 3 OB AH '93

ENNIC : WEAVER, CLERK 23658229

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3475 120F

Annotated Code of Maryland, as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Articles, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 35 East Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are David K. Poole, Jr., 12917 Cathedral 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 ten thousand (10,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

David K. Poole, Jr. and D. Bruce Poole.

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 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.

(3). 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

-4-

3475 1210

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 the 23rd day of December , 1992, and I acknowledge same to be my act.

00047 00071

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

DAVID K. POOLE, JR

(SEAL)

WITNESS:

Judith a Bloyn

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



Department electroscollage WASHARTER BIVISION

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2	00	Rec. Fee (Amendment)			
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)		Cert. of Qual. or Reg.	_	Change of Resident Agent	
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00047 00073

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

POOLE & POOLE, P.A.

APPROVED AND	RECEIVED FOR RE	CORD BY	THE STATE	DEPARTMENT O	F ASSESSMEN	TS AND TAXATION	
OF MARYLAND	DECEMBER	29,	1992 AT	10:22	O.CFOCK	A • M. AS IN CONFO	RMITY
WITH LAW AND	ORDERED RECORD	ED.					

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

40.00

20.00

\$ _____

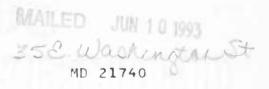
D3561966

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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: DAVID POOLE, JR. 28 JONATHAN ST. HAGERSTOWN



13003063065

A 410569



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

E475 1206

NO RECORDS

TRUDG THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION AND TAXABLE DEPARTMENT OF ASSESSMENTS

OF

JAMES A. SKRABAK, D.O.

APPROVED FOR RECORD

FIRST: The undersigned, Thomas L. Hudson, whose post office address is 210 Allegheny Avenue, Towson, Maryland 21204, being over eighteen (18) years of age, acting as incorporator for James A. Skrabak, D.O. who is licensed to practice medicine in the State of Maryland, hereby forms a Professional Service Corporation under the Maryland Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the "Corporatin") is: James A. Skrabak, D.O., P.A.

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

- (a) To engage in the practice of medicine, specializing in anesthesiology, in the State of Maryland, 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 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 with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with FILED any agency of the foregoing for the purpose of rendering medical services.

May 19 3 og AH '93

LENNIC L. WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) To carry on any and all business actions and activities permitted by the Maryland General Corporation Law except as may be limited by the Maryland Professional Service Corporation Act as the same 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.
- (d) The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to professional service corporations formed under the Maryland Professional Service Corporation Act; provided, however, that if all stockholders of this professional service corporation fail at one time to be licensed in the professional service for which the Corporation is organized, it shall no longer operate or be treated as a professional service corporation, but is to operate and be treated as a corporation formed for general business purposes under the Maryland General Corporation Law.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 609 Dunn Irvin Drive,
Hagerstown, Maryland 21740. The resident agent of the Corporation is James A. Skrabak, D.O., whose post office address as resident agent is 609 Dunn Irvin Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock of the par value of One Dollar (\$1.00) 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 one (1) Director (which number may be increased or decreased, but not to less than one (1), pursuant to the Bylaws of the Corporation), and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: James A. Skrabak, D.O.

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:

- empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized for such consideration as the Board of Directors may deem advisable.
- (b) 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 which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (c) The Board of Directors shall have the power to classify or reclassify any unissued 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.
- (d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the 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.
- (e) 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.
- (f) 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, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation on the 29th day of December, 1992, and have acknowledged such Articles to be my act.

WITNESS:

Cherylm. Thompson Thomas I Hulson

ARTIO652.TLH

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY: __

____ checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



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Room 809 301 West Preston Street Baltimore, Maryland 21201

BUSINESS CODE COUNTY DOCUMENT CODE P.A. ___ Religious Stock _ Close Nonstock Surviving Merging (Transferee) (Transferor) _ CODE **AMOUNT** FEE REMITTED 10 Expedited Fee (New Name) 20 Organ. & Capitalization 61 Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) 62 63 Rec. Fee (Merger, Consol.) 64 Rec. Fee (Transfer) Change of Name 65 Rec. Fee (Dissolution) Rec. Fee (Revival) Change of Principal Office 66 Change of Resident Agent Foreign Qualification 52 50 Cert. of Qual. or Reg. Change of Resident Agent Address 51 Foreign Name Registration Resignation of Resident Agent ____ Certified Copy _ 13 Designation of Resident Agent Penalty 56 For. Supplemental Cert. and Resident Agent's Address 54 Other Change_ 53 Foreign Resolution 73 Certificate of Conveyance Certificate of Merger/Transfer 76 Special Fee 75 80 For. Limited Partnership Cert. Limited Partnership 83 84 Amendment to Limited Partnership 85 Termination of Limited Partnership 21 Recordation Tax State Transfer Tax 22 Local Transfer Tax 23 31 __ Corp. Good Standing NA Foreign Corp. Registration 87 Limited Part. Good Standing Financial 7 1 600 _ Personal MAIL TO ADDRESS:____ Property Reports and _____ late filing penalties Change of P.O., R.A. or R.A.A. 70 Amend/Cancellation, For. Limited Part. 91 Art. of Organization (LLC) 99 98 LLC Amend, Diss, Continuation 97 LLC Cancellation 96 Reg. Foreign LLC Foreign LLC Supplemental 94 92 ____ LLC Good Standing (short) Other_ TOTAL FEES Check Cash NOTE:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JAMES A. SKRABAK, D.O., P.A.

APPROVED AND	RECEIVED FOR R	ECORD BY	THE STATE	DEPARTMENT O	F ASSESSMENTS	AND TAXATION
OF MARYLAND	DECEMBER	29,	1992 AT	1:53	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.				

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

20.00

20.00

\$ _____

D3561834

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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 AND HOWARD
210 ALLEGHENY AVENUE
TOWSON MD 21204

13003063052

A 410558

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



MATION

AND TH

00047 00081

THE POTOMAC EDISON COMPANY

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

130 197 (1174) ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on 10435 Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 208 South Loudoun Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

FIRST:

The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated March 18, 1992 of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V

The total amount of the authorized capital stock of the Corporation is 28,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 23,000,000 shares without nominal or par value are Common Stock.

SECOND:

The Board of Directors of the Corporation on November 5, 1992, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

THIRD:

That by Waiver and Consent in writing dated the 2/5/day of December, 1992, Allegheny Power System, Inc., the holder of all 19,885,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 19,885,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 656,580 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

FOURTH:

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

FIFTH:

- (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 25,450,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 20,000,000 shares without nominal or par value were Common Stock.
- (b) The total number of shares of all classes of stock of the Corporation as increased is 28,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 23,000,000 shares without nominal or par value are Common Stock.
- FILED

 The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY
IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on December 29, 1992.

THE POTOMAC EDISON COMPANY

(SEAL)

Attest:

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT Department MASSESSING TO SUPER TRANSPORT TO SUPER TRANSPORT

Room 809 301 West Preston Street Baltimore, Maryland 21201

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3 4		Rec. Fee (Merger, Consol.)				
		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Char	ige of Name	
6		Rec. Fee (Revival)			ige of Principal	Office
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3		Certificate of Conveyance				
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4		Amendment to Limited Partnership		CODE		
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4		Foreign LLC Supplemental		HAR	erstaun n	18
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	Docu	ments on checks				
	APPROVED	pv. MX				azz pne:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

APPROVED AND	KECEIVED FOR KE	ECORD BY THE STATE D	EFARTMENT	A A SESSIVIENT	13 AND IAXAIION
OF MARYLAND	DECEMBER	30, 1992 AT	10:17	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.			
					

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

SPECIAL PAID

1,180.00

20.00

\$

D0515080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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:
POTOMAC EDISON CO.
ATTN: EUGENE MC CAULEY
10435 DOWNSVILLE PIKE
HAGERSTOWN

MD 21740 1766

12903062895

A 410414

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

90

ARTICLES OF INCORPORATION
OF
MID-MARYLAND DAIRY VETERINARIANS,
DRS. MERCURO, HEIZER & EASTEP, P.A.

1992 DEC 28

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THIS IS TO CERTIFY:

FIRST: That I, Thomas T. Mercuro, the incorporator, whose post office address is 9834 Crossfield Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice veterinary medicine in the State of Maryland, 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: Mid-Maryland Dairy Veterinarians, Drs. Mercuro, Heizer & Eastep, P.A.

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

- (a) To engage in the profession of practicing veterinary medicine in the State of Maryland 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 veterinary medical services, with any person, firm, association, corporation, veterinary medical facility, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.
- (c) To consult and advise with respect to all aspects and facets of dairy herd management and related technologies.
- (d) To engage in embryo transfer and other technologies related to animal reproduction. Fig. \hat{E}
- (e) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of personal property or gentlement of every kind,

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CENNIC L. WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

necessary for the rendering of its professional services.

- (f) 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.
- (g) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.
- (h) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.
- (i) 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.
- (j) 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.
- (k) 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,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 9834 Crossfield Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Thomas T. Mercuro, whose post office address as resident agent is 9834 Crossfield 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 with no par value.

SIXTH: The Corporation shall have three (3) Directors which number may be increased, but not to be less than three (3), 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:

Thomas T. Mercuro John L. Heizer Richard D. Eastep

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 \varnothing^3 day of December, A.D. 1992.

WITNESS:

Christine Mercine

Thomas T. Mercuro

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



CLERK OF THE CIRCUIT COURT Department of SALSES ON COLUMN TO Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

MID-MARYLAND DAIRY VETERINARIANS, DRS. MERCURO, HEIZER & EASTEP, P.A.

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

OF MARYLAND DECEMBER 28, 1992 AT 10:23 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

FEE PAID:

40.00

20.00

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D3560158

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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

12903062728

A 410271

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3473, 4302



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION

OF

RIDENOUR LIMITED LIABILITY COMPANY

KENNETH G. RIDENOUR, PHILIP W. RIDENOUR, JANIS K. DAVIS, and DWIGHT D. RIDENOUR, through their attorney-in-fact, Neil S. Kurlander, desiring to form a limited liability company for the purposes set forth herein pursuant to the Maryland Limited Liability Company Act, do state as follows:

- Name. The name of the limited liability company is "Ridenour Limited Liability Company".
- The period of duration of Ridenour Duration. Limited Liability Company is forty-five (45) years from the date of filing of these Articles of Organization with the Department of Assessments and Taxation of the State of Maryland, unless sooner dissolved as provided by statute.
- Purpose. The purpose for which Ridenour Limited Liability Company is formed is to hold title to, and manage, real estate investments and for any other lawful purposes and to do and perform all other activities incident to the foregoing.
- 4. <u>Principal Place of Business</u>. The address of the principal place of business of Ridenour Limited Liability Company is 200 Calvert Terrace, Hagerstown, Maryland 21740. The name and address of its resident agent is Kenneth G. Ridenour, 821 Potomac Avenue, Hagerstown, Maryland 21740.
- Authority of Members. The authority of members to act for Ridenour Limited Liability Company solely by virtue of their being members is limited.
- Neil S. Kurlander, authorized by Kenneth G. Ridenour, Philip W. Ridenour, Janis K. Davis, and Dwight D. Ridenour to execute these Articles of Organization, has signed these Articles of Organization this 2000 day of Julium, 1992.

Alf Kulul pil S. Kurlander

NSK:dlp:3

FILED STATE DEPARTMENT OF ASSESSMENTS SS IT WY 23668427 AND TAXATION

APPROVED FOR PAYMENT MAY 19#2618 10 AH '93 31/92 at 11:56am.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00093

Department of Assessments and Taylation WASHING MARQUER INVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION
OF
RIDENOUR LIMITED LIABILITY COMPANY

APPROVED AND F	RECEIVED FOR RE	CORD BY	THE STATE I	DEPARTMENT (OF ASSESSMENT	TS AND TAXATION
OF MARYLAND	DECEMBER	31,	1992 AT	11:56	O.CTOCK	A • M. AS IN CONFORMITY
WITH LAW AND O	RDERED RECORD	ED.				
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W3560075

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MALED RETHRAL TO

RETURN TO:
FRIEDMAN & FRIEDMAN, LAW OFFICES
409 WASHINGTON AVE., SUITE 900
TOWSON MD 21204

12903062720

A 410263

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7.77



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION OF TIMOTHY B. CLOSE INSURANCE AGENCY, A LIMITED LIABILITY COMPANY

- 1. The name of the Limited Liability Company shall be TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C., and it shall be a profit-making Limited Liability Company as defined in the Limited Liability Company Act of the State of Maryland.
- 2. The Limited Liability Company shall dissolve no later than December 30, 2022.
- 3. The purpose of the Limited Liability Company shall be for the transaction of any and all lawful business for which Limited Liability Company may be organized in the State of Maryland.
- 4. The principal office of the Limited Liability Company shall be 36 West Main Street, Hancock, Maryland, 21750 and the resident agent shall be Louis O. Close, 36 West Main Street, Hancock, Maryland 21750.
- 5. The organizers of this Limited Liability Company shall consist of:
 - a) Timothy B. Close, and;
 - b) Ruth Ann Close
- 6. The internal affairs of the Limited Liability Company shall be governed by the Operating Agreement of said Limited Liability Company, which Agreement shall not be inconsistent with the laws, ordinances and regulations of the State or County where said business is located.

TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C.

TIMOTHY B. CLOSE, Organizing Member

RUTH ANN CLOSE, Organizing Member

23598408

Dated: December 22 , 1992

FILED

MAY 19 3 10 AH '93

LENNIS I. WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF WU
COUNTY OF Morgan, to wit:
I, Bora C- Michael , a Notary Public in and
for the county and state aforesaid, do hereby certify that TIMOTHY
B. CLOSE, whose name is signed to the writing hereto annexed,
bearing date the 22 day of december, 1992, has hereby
acknowledged the same before me in my said county.
Given under my hand this 22 day of Ascember, 1992.
My commission expires: $8/28/95$
Hora Milas (NOTARY PUBLIC
STATE OF WU
COUNTY OF Morgan, to wit:
I, Jona C. Wilhard, a Notary Public in and
for the county and state aforesaid, do hereby certify that RUTH ANN
CLOSE, whose name is signed to the writing hereto annexed, bearing
date the 22day of Meember, 1992, has hereby acknowledged the
same before me in my said county.
Given under my hand this 12 day of Aleemher, 1992.
My commission expires: $\frac{9}{2}$
Bora Muhael NOTARY PUBLIC
OFFICIAL SEAL NOTARY PUBLIS STATE OF WEST VIRGINIA BONA C. MICHAEL R 3. B 37, Berteley Springs, W. Vs. 25411 My Commission Expires August 28, 1995.

These Articles of Organization prepared by:
Leah R. Stotler
Stotler & Stotler, L.C.
101 N. Washington St.
P.O. Box 600
Berkeley Springs, WV 25411
(304) 258-9500

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

00047 00097 PERATTIPENTE EMESSION AND TAXATION COUNTRIES DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION

OF

TIMOTHY B. CLOSE INSURANCE AGENCY, L.L.C.

APPROVED AND	RECEIVED FOR RE	CORD BY	THE STATE DEP	ARTMENT OF	ASSESSMENTS A	AND TAXATION
OF MARYLAND	DECEMBER	24,	1992 AT	10:38	O.CTOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDI	ED.				

ORGANIZATION AND

RECORDING FEE PAID:

SPECIAL FEE PAID

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W3560026

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

RETURN TO:

STOTLER & STOTLER

100 N. WASHINGTON ST., BOX 600

BERKELEY SPRINGS WV 25411

12903062715

A 410258

MARYLANDIN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3073 1125

CORPORATION RECORDS

0,0047 00099 AND TAXATION

CLERK OF THE CIRCUIT COURT APPROVED BUK RECORD

WASHINGTON COUNTY 12/21/92 at 2:35

MARYLAND VAN POOLS, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned PAUL G. MARCOTTE, JR., whose post office address is 7475 Wisconsin Avenue, Bethesda, Maryland 20814, 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 authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: MARYLAND VAN POOLS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland or within any other State or States of the United States or any territory or possession thereof, whether present for hereafter annexed, are as follows:

- a. To transact the business of transportation of materials and individuals; and to transact any other lawful business.
- b. To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, 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, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property or assets of

TENNIC . WEAVER. CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

every kind in accordance with the laws of the State of Maryland, with stocks, bonds, or other securities of the Corporation or otherwise.

- c. To apply for, obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.
- d. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- e. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Maryland, or any other State, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

- f. To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment therefor and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.
- g. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 purposes and powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, power, 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. Accordingly, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the General Laws of the State of Maryland to corporations organized thereunder, as may be amended or supplemented, from time to time, and the enumeration of certain purposes and powers as herein specified is not intended as exclusive of or as a waiver of any of the purposes and powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any purpose or power, or to do any act which a corporation formed under the General Laws of the State of Maryland may not at the time lawfully carry on or do. The foregoing clauses shall be construed as and shall be purposes as well as powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this state is 1116 Virginia Avenue, Hagerstown,

Maryland 21740. The resident agent of the Corporation is Tina

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Tosadori, whose post office address is 1116 Virginia Avenue,
Hagerstown, Maryland 21740. Said resident agent is a citizen of the
State of Maryland and resides therein.

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), unless the number of stockholders is less than three (3), in which case 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:

Tina Tosadori Anthony Tosadori

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, having an aggregate par value of One Thousand Dollars (\$1,000.00).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- 1. To issue from time to time shares of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.
- 2. To make, alter and repeal the By-laws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

net profits; to determine whether any, and if any, what part, of any surplus or net profits shall be declared as dividends.

- 3. To create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust agreements, 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.
- 4. 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, 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.
- 5. To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 to any committee, officers, or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit, from time to time to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by the resolution of the directors.

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 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: As used in this Article, any word that is defined in Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

"Indemnification Section" which term shall include the corresponding provisions of any future reenactment or recodification of the corporation laws of the State of Maryland), shall have the same meaning as provided in the Indemnification Section. The Corporation shall indemnify and advance expenses to a director or officer in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages except (i) 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 (ii) 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 the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

ELEVENTH: The Corporation reserves the right to amend its
Charter so that such amendment alters 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 fair market value of his stock.

TWELFTH: The duration of this Corporation shall be perpetual.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, PAUL G. MARCOTTE, JR., has signed these Articles of Incorporation and acknowledged the same to be his act on the 17th of December, 1992.

PAUL G. MARCOTTE, JR.

d1503-00.@ar 121792

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of the State of Charter Division

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	IENT CODE	V 1. V	CODE
#		P.A Relig	gious Close
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CODE	AMOUNT	FEE REMITTED	4
10		Expedited Fee	(New Name)
20	20	Organ. & Capitalization	
61	20	Rec. Fee (Arts. of Inc.) 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 54		Penalty For Supplemental Cont	Designation of Resident Agent
53		For, Supplemental Cert. Foreign Resolution	and Resident Agent's Address Other Change
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75		Special Fee	_
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84		Amendment to Limited Partnersh	nip
85		Termination of Limited Partner	ship
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22		State Transfer Tax	ATTENTION: Square
23		Local Transfer Tax	
31 NA		Corp. Good Standing Foreign Corp. Registration	
87		Limited Part. Good Sta	ending
71		Financial	anding
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		Property Reports and	Personal MAIL TO ADDRESS:
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limi	ted Part.
99 98		Art. of Organization (LLC)	
97		LLC Amend, Diss, Continuation LLC Cancellation	
96		Reg. Foreign LLC	
94		Foreign LLC Supplemental	
92		LLC Good Standing (she	
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	APPROVED	BY:	

00047 00109 CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF MARYLAND VAN POOLS, INC.

APPROVED AND	RECEIVED FOR RE	CORD BY THE	STATE DE	PARTMENT	OF ASSESSMEN	TS AND TAXATION	
OF MARYLAND	DECEMBER	21, 199	2 AT	2:35	O'CLOCK	P • M. AS IN CONFOR	MIT
WITH LAW AND	ORDERED RECORD	ED.					
		-	***************************************				
ORGANIZATION AN			RECOR FEE P			SPECIAL FEE PAID:	
2	0.00	\$ _		20.00			

D3559036

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

> MAILED JUN 1 U 1993 RETURN TO: HYLIND INFOQUEST, INC. 307 DCLPHIN ST. BALTIMORE

MD 21217

MARYLAND MARYLAND

128C3062440

A 410017

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

MARTINS ELEVATOR INC.,

ARTICLES OF AMENDMENT

Martins Elevator, Inc., a Maryland corporation, having its principal office at 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348], Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

The Articles of Incorporation of the Corporation FIRST: are hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH

The post office address of the principal office of the Corporation in this State shall be 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348, Hagerstown, Maryland 21740], and the resident agent of the Corporation is Chester H. Martin, whose post office address 13219 Maugansville Road, Hagerstown, Maryland 21740 [formerly Route 6, Box 348, Hagerstown, Maryland 21740]. Said resident agent is a citizen of the State of Maryland and actually resides therein."

SECOND: 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: we say the say that the say the say that the say that the say that the say the say that the say the

May 19 3 10 AH "93

LENNIS U. WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 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."

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 section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

FOURTH: 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 and nine (9) shares of Class B Common Stock of the Corporation. The shares so surrendered shall be cancelled.

IN WITNESS WHEREOF, Martins Elevator, 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 22 md day of 199%, and its President acknowledges that these Articles of Amendment are the act and deed of Martins Elevator, 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,

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

information and belief.

ATTEST:

Martins Elevator, Inc.

By: Chester H. Martin, President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER . Governor

APPROVED BY: ___

LLOYD W. JONES

PAUL B. ANDERSON Administrator

00047 00113 Department of Assessments and Laxation RI CHEARIDIE DUNISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ARTICLES OF AMENDMENT
OF
MARTINS ELEVATORS INC.

APPROVED A	ND RECEIVED FOR RE	CORD BY	THE STATE I	DEPARTMENT OF	F ASSESSMENTS	AND TAXATION
OF MARYLAN	D DECEMBER	23,	1992 AT	9:51	O,CTOCK	A • M. AS IN CONFORMITY
WITH LAW AN	ND ORDERED RECORD	DED.				

CAPITALIZATION FEE PAID

RECORDING

SPECIAL FFF PAID

20.00

20.00

\$ _____

D0131441

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED

JUN 1 0 1993

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET BOWMAN
P O BOX 1267
HAGERSTOWN MD 21

MD 21741 1267

127C3062386 A 409968



STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7.575 0.775



CORPORATION RECORDS

STATE DEPAREMENT ON COUNTY AND TAXATION

LIMMER TRIMMER YOU, INC.

APPROVED FOR RECORD ARTICLES OF INCORPORATION

The undersigned Douglas Shumaker, whose post office address FIRST: is 426 South Potomac Street, Hagerstown, Maryland 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 Slimmer Trimmer You, Inc.

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

- To buy, sell and rent exercise equipment and to engage in any other lawful purpose and/or business;
- To do anything permitted under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.
- To do each and every thing necessary, suitable or proper for accomplishment of any of the purposes, or the attainment of any one (1) or more of the subjects herein enumerated, or which may at any time appear to be conclusive to or expedient for the protection or benefit of this Corporation, and to do such acts as fully and to the same extent as natural persons might, or could, do in any part of the world as principals agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- D. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or Haalgin 3rlyik '93s own corporation securities or stock or other securitimes raincarding without limitation, any shares of stock, bonds, 1 Y: _

E472 1990

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

debentures, notes, meaning or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its shares, and to exercise as owner or holder any securities any and all rights, powers and privileges in respect thereof.

E. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be required as independent purposes and powers. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the Corporation are to engage in lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

FOURTH: The post office address of the principle office of the corporation in Maryland is 426 South Potomac Street, Hagerstown,

Maryland, 21740. The name and post office address of the resident agent of the corporation in Maryland are Douglas Shumaker, 426 South Potomac Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of the par value of one dollar (\$1.00) per share, all of one class, and having an aggregate

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

par value of five thousand (\$5,000.00) dollars.

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, and so long as there are less than three (3) stockholders, the number of the directors may be less than three (3) but not less than the number of stockholders, and the name of the director who shall act until the first meeting or his successor is duly chosen and qualified is Douglas Shumaker.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on $\frac{12}{17}$, and severally acknowledge the same to be my act.

ouglas Shumaker

STATE OF MARYLAND

WILLIAM DONALD SCHAEF'R Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047.001.18

DEFENDENTIAL ASSESSINGUES PIN Taxation WASHINGTON COMMARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

Administrator	
DOCUMENT CODE	
#	P.A Religious Close Stock Nonstock
Merging (Transferor)	Surviving (Transferee)
CODE AMOUNT	FEE REMITTED
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92 TOTAL FEES	OtherLLC Good Standing (short) OtherCheck Cash NOTE:

_____ Documents on ______ checks

APPROVED BY: ____

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SLIMMER TRIMMER YOU, INC.

APPROVED AND						IS AND TAXATION
OF MARYLAND	DECEMBER	21,	1992 AT	12:11	O.CTOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORI	DED.			Market Market (Market Market M	
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TO THE CLERK C	OF THE COURT OF		WA	SHINGTON	COUNTY	

RETURN TO: CHARLES C. TAYLOR 8580 VALLEY DRIVE MIDDLETOWN

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

1T IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS

MD 21769

ASSESS L. WARYLAND

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

BA72 1999

CORPORATION RECORDS 00047 00120

STATE DEPARTMENT OF ASSESSMENTS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF MER

APPROVED FOR RECORD

These Articles of Merger are filed by Maccaferri Gabions, Inc., a Maryland corporation, ("Surviving Corporation") which owns one hundred percent (100%) of the outstanding shares of Maccaferri Gabions West Coast, Inc., a California corporation ("Disappearing Corporation").

Surviving Corporation is duly organized and existing under the laws of the State of Maryland, and has its principal office at 10303 Governor Lane Boulevard, Williamsport, Washington County, Maryland 21795. Surviving Corporation owns an interest in real estate in Washington County, Maryland.

SECOND: Surviving Corporation has a capitalization of five thousand (5,000) authorized shares of common stock, of which eight hundred and five (805) shares are issued and outstanding, without par value.

Disappearing Corporation was incorporated on December 6, 1985, and is duly organized and existing under the general laws of the State of California. Disappearing Corporation neither owns real estate in the State of Maryland nor is qualified to do business in the State of Maryland.

Disappearing Corporation has a capitalization FOURTH: of one thousand (1,000) authorized shares of common stock, of which four hundred (400) shares are issued and outstanding, without par value.

FILE FIFTH: The Boards of Directors of Cthe Constituent corporations deem it desirable and in the best interest of the MAY 19 3 11 AH "93

LENNIC . WEAVER, CLERK

235884852 1804

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

corporations and their shareholders that Disappearing Corporation be merged into Surviving Corporation in accordance with the provisions of California Corporations Code Sections 1100 and 1108, and the laws of the State of Maryland, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and California Revenue and Taxation Code Section 24562(a)(1). Each Board of Directors has duly authorized this merger in accordance with the laws of their respective jurisdiction, by a majority vote of the Board of each constituent corporation.

MERGER

- 1. <u>Merger</u>. Disappearing Corporation shall merge with and into Surviving Corporation. The effective date of the merger shall be December 31, 1992 ("Effective Date").
- 2. Transfer and Assumption. On the Effective Date, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal, of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 3. <u>Conversion of Shares</u>. The shares of the Disappearing Corporation shall be cancelled. No new shares of the Surviving Corporation shall be issued.
- 4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date.
- 5. <u>Bylaws</u>. The Bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.
- 6. <u>Directors and Officers</u>. The directors and officers of the Surviving Corporation as of the Effective Date shall be as follows:

Vittorio Tedeschi Director and President

Dixie D. Odermatt Secretary

Vittorio Tedeschi Treasurer

Guglielmo Maccaferri Director

Alessandro Maccaferri Director

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- 7. Approval of Shareholders. No approval of the shareholders of the Surviving Corporation and the Disappearing Corporation of the Articles need be obtained since the Surviving Corporation owns one hundred percent (100%) of the shares of Disappearing Corporation.
- 8. Abandonment of Merger. These Articles may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Disappearing Corporation at any time prior to the Effective Date, or if, in the judgment of the Board of Directors of either the Surviving Corporation or the Disappearing Corporation, the merger should be abandoned pursuant to California Corporation Code Section 1201(f).
- 9. <u>Purpose</u>. The purpose of this merger is to effect a readjustment of proprietary interest under a modified corporate form. The Disappearing Corporation properties consist of substantial and material assets. There is no business purpose served by its continued existence. The properties are being

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

exchanged for a substantial proprietary interest in the Surviving Corporation.

DATED: December 1, 1992.

Attested:

MACCAFERRI GABIONS, INC.

mati

By Colcoh Vittorio Tedeschi, President

Dixie D. Odermatt, Secretary

MACCAFERRI GABIONS WEST COAST, INC.

Attested:

Dixie D. Odermatt, Secretary

MACCAFERRI GABIONS WEST COAST, INC

By______Vittorio Tedeschi, President

dmd\7405.000\c22.doc (12\07\92)

*CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND)
COUNTY OF WASHINGTON)

On December 14 , 199 2 , before me, a Notary Public for said County and State, duly commissioned and sworn, personally appeared Vittorio Tedeschi, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as President of Maccaferri Gabions, Inc., and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the persons, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Notary Public, State of Maryland

EILEEN KLINE

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND) ss.
COUNTY OF WASHINGTON)

On December 14 , 199 2, before me, a Notary Public for said County and State, duly commissioned and sworn, personally appeared Vittorio Tedeschi, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as President of Maccaferri Gabions West Cost, Inc., and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the persons, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Woon Kline
Notary Public, State of Maryland

EILEEN MANTE PARLAY PUOLIO STATE I

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



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DEPARTMENT OF CONTROL TO TAXABLE TO SEE THE TOTAL CONTROL OF THE TOTAL T

301 West Preston Street Baltimore, Maryland 21201

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63	20	Rec. Fee (Merger, Consol.)				
64		Rec. Fee (Transfer)		0	of Name	
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76		Certificate of Merger/Transfer				
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80		For. Limited Partnership		CODE		
83 84		Cert. Limited Partnership Amendment to Limited Partnersh	io	CODE		
85		Termination of Limited Partner				
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00047 00128.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF MERGER OF MACCAFERRI GABIONS WEST COAST, INC. (A CA CORP.) DINI MACCAFERRI GABIONS, INC.
(A MD CORP.)

SURVIVOR

ADDDOVED	AND DECEIVED	FOR PECOPD	BY THE C	TATE DEPA	PTMENT OF	ASSESSMENTS	AND TAXATIO	IN

OF MARYLAND DECEMBER 23, 1992 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

(EFFECTIVE DATE: 12/31/92)

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$	\$	\$
	D1175264	-

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 1995

RETURN TO: KLACYMAN & ASSOCIATES ATTN FREDERICK SUGAT 501 SCHOOL ST., SW WASHINGTON

DC 20024



12603062290

A 409876

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS 7 00 | 219TE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR PAYMENT

133 FED 18 AM 10 28

2/16/93 at 10:28a.m.

and

ARTICLES OF INCORPORATION

THE ADAMSON PLUMBING AND HEATING COMPANY, INCORPORATED

FIRST: I, James D. Johnson, Jr., whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is The Adamson Plumbing and Heating Company, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of a plumbing and heating contractor and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 7825 McClellan Avenue, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation is Eric Adamson, 7825 McClellan Avenue, Boonsboro, Maryland 21713.

FIFTH: The total number of shares of capital stock which the total paration has authority to issue is One Hundred Thousand (100,000), all of one class called Common Stock. The par value Jun 21 11 00 AH '93

LENNIC J. WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualifies are Eric Adamson and Margaret Adamson.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this _____ day of February, 1993.

WITNESS:

James D. Johnson, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Operarmed Of Assessments and Taxation LERK OF THE CIRCUIT COURTARTER DIVISION WASHINGTON COUNTY Room 809

301 West Preston Street Baltimore, Maryland 21201

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2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution Certificate of Conveyance	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

THE ADAMSON PLUMBING AND HEATING COMPANY,
INCORPORATED

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

OF MARYLAND FEBRUARY 16, 1993 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

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TO THE CLFRK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT THE 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 25 195

RETURN TO:
LAW OFFICES STRITE AND SCHILDT
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

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RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

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CORPORATION RECORDS

00047 00133

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY TURNER TRANSPORTATION GROUP, INC.

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Articles of Amendment 193

823a)

Turner Transportation Group, Inc., a Maryland Corporation, having its principal office at 655 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 SIXTH of the Charter, and by substituting in lieu thereof the following:

> SIXTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Association Article of the Annotated Code of Maryland.

SECOND: The Charter of the Corporation is hereby amended by striking Article SEVENTH of the Charter, and by substituting in lieu thereof the following:

> 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 George F. Turner, Sr.

THIRD: The Charter of the Corporation is hereby amended by striking Articles EIGHTH and TENTH of the Charter.

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 $\mbox{\sf FILED}$ Associations Article of the Annotated Code of Maryland, the

JUN 21 11 00 AH '93

TENNIC J. WEAVER, CLERK

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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, Turner Transportation Group, Inc., 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 1st day of July, 1992 and its President acknowledges that these Articles of Amendment are the act and deed of Turner Transportation Group, 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.

Thomas L. Turner, Secretary George F. Turner, Sr., President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 10 day of July 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared George F. Turner, Sr., 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.

Buhana 2 Souts
Notary Public

My Commission Expires: 5-14-94

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STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00135

DEPARTMENTHE OF THE TOP STATE TO BE THE TOP STATE OF THE

Room 809 301 West Preston Street Baltimore, Maryland 21201

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		Organ. & Capitalization	(New Indille)
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	30	Rec. Fee (Amendment)	
		Rec. Fee (Merger, Consol.)	
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		Rec. Fee (Dissolution)	Change of Name
		Rec. Fee (Revival)	Change of Principal Office
		Foreign Qualification Cert. of Qual. or Reg.	Change of Resident Agent Change of Resident Agent
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		Penalty	Designation of Resident Agent
		For. Supplemental Cert.	and Resident Agent's Address
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		Special Fee For. Limited Partnership	
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			MAIL TO ADDRESS:
		late filing penalties	Scott Schubel
)		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited	Part
		Art. of Organization (LLC)	1200 111 1111 11
		LLC Amend, Diss, Continuation	138 W. Wash. St
		LLC Cancellation	Marin to 1. A. 1 a.
		Reg. Foreign LLC	Magers Town Md 2/1
		Foreign LLC Supplemental	1171
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TAL		Check Cash	NOTE: add Close

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
TURNER TRANSPORTATION GROUP, INC.

APPROVED	AND	RECEIVED FO	R RECO	ORD B	Y THE S	TATE DEPA	RTMENT OF	ASSESSMENTS	AND	TAXATION
OF MARYLA	ND	FEBRUAR	Y 1	12,	1993	AT	8:23	O'CLOCK	A -	M. AS IN CONFORMITY
WITH LAW A	AND (ORDERED RE	CORDE).						

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

MARYLAND MARINE

IT IS HEREBY CERTIFIED. THAT 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 SCHUBEL 138 W. WASHINGTON ST. HAGERSTOWN

MD 21740 4769

SPECIAL FEE PAID:

161C3068016 A 414993

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERX OF THE CIRCUIT COURT WASHINGTON COUNTY

MOUNTAIN VIEW SPORTS, INC. 2/12/93 ARTICLES OF AMENDMENT

Mountain View Sports, 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 J. F. WEBBER CONSTRUCTION, INC.

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

To engage in the residential and commercial (1)construction business.

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

IN WITNESS WHEREOF, Mountain View Sports, 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 10th day of February, 1993, and its President acknowledges that these Articles of Amendment are the act and deed of Mountain View Sports, 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:

MOUNTAIN VIEW SPORTS, INC.

President

FILED

TS 02

30438453

Jun 21 11 00 AH '93

LENNIC J. WEAVER, CLERK

6 July 25 1822 -

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

APPROVED BY: _



0004.7 00138

PERRY OF THE CASES TOOD KT and Taxation WASHINGTON COLLINARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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20		Organ. & Capitalization	(New r	vame)	0
61		Rec. Fee (Arts. of Inc.)	(An	MAUCH	ion su
62	20	Rec. Fee (Amendment)	C. THE	W.C. M.C.C.	1 600
63		Rec. Fee (Merger, Consol.)		/	
64		Rec. Fee (Transfer)			
65		Rec. Fee (Dissolution)		V Change	of Name
66		Rec. Fee (Revival)	_	Change	of Principal Office
52		Foreign Qualification	_		of Resident Agent
50		Cert. of Qual. or Reg.	_	Change	of Resident Agent
51		Foreign Name Registration		Address	
13		Certified Copy	_		ation of Resident Agent
56 54		Penalty For Supplemental Cost	_		ation of Resident Agent
53		For. Supplemental Cert. Foreign Resolution			sident Agent's Address
73		Certificate of Conveyance	_	Other	Change
76		Certificate of Merger/Transfer	r		
75		Special Fee	_		
80		For. Limited Partnership			
83		Cert. Limited Partnership		CODE	
84		Amendment to Limited Partnersh	nip		
85		Termination of Limited Partner			
21		Recordation Tax			
22		State Transfer Tax		ATTENTION:	
23		Local Transfer Tax			
31		Corp. Good Standing			
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71		Limited Part. Good Sta	and ing		
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70		Change of P.O., R.A. or R.A.A.		A Cla	ui Baker on
91		Amend/Cancellation, For. Limi	ited Part.		
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98		LLC Amend, Diss, Continuation			
97		LLC Cancellation		138	W. Wash St
96 94		Reg. Foreign LLC Foreign LLC Supplemental			
92		LLC Good Standing (sh	ort)	Happy	rstann md
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TOTAL	20				2///-0
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		(h)			3489 080

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF AMENDMENT

OF

MOUNTAIN VIEW SPORTS, INC.

CHANGING ITS NAME TO:

J. F. WEBBER CONSTRUCTION, INC.

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

OF MARYLAND FEBRUARY 12, 1993 AT 12:05 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	

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.

RETURN TO: MAILED JUN 2 5 1993

G. CLAIR BAKER, JR.

138 W. WASHINGTON ST.

HAGERSTOWN MD 21740

160C3067954

A 414937



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ORPORATION RECORDS 47 00140

APPROVED FOR PAYMENT.

CLERK OF THE CIRCUIT COURTY 16 93
WASHINGTON COUNTY D.D.S., P.A 8:43 a.m.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 17th day of December, 1992, by and between Norman N. Thrope, D.D.S., P.A., a Maryland professional corporation (hereinafter sometimes referred to as the "Transferor"), and Dr. Michael E. Anderson, D.D.S., P.C., a Maryland professional corporation (hereinafter sometimes 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 Transferor are:

> Norman N. Thrope, D.D.S., P.A. 12821 Oak Hill Avenue Hagerstown, Maryland 21740

The name, post office address, and principal place of business of Transferee are:

> Dr. Michael E. Anderson, D.D.S., P.C. 12821 Oak Hill Avenue Hagerstown, Maryland 21740

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Norman N. Thrope, D.D.S., P.A., a corporation organized under the laws of the State of Maryland. HILED Transferee is Dr. Michael E. Anderson, D.D.S., P.C., a

Jun 21 | professional corporation organized under the laws of the State

of Maryland. LENNIS

(1)

30478093

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 SEVENTH herein, is FOURTEEN THOUSAND DOLLARS (\$14,000.00).

FIFTH: No real property is affected by the transaction contemplated herein.

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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: The sole initial director of Transferee named in its charter, there being no stock outstanding, by written informal action signed by him and filed with the minutes of the proceedings of the Transferee, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable, in the manner required by the Corporation and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

EIGHTH: In consideration of the payment to Transferor of FOURTEEN THOUSAND DOLLARS (\$14,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns; all of the equipment listed in the attached Exhibit B.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland professional corporation, and Transferee, a Maryland professional 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, NOT man of N. Thrope, D.D.S., P.A. and Dr. Michael E. Anderson, D.D.S., P.C., 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 party to these Articles of Sale and Transfer, as of this 17th day of December, 1992.

ATTEST:

TRANSFEROR:

NORMAN N. THROPE, D.D.S., P.A.

Sydell G. Thrope, Secretary

By: Man M. Thrope, President

ATTEST:

TRANSFEREE:

DR. MICHAEL E. ANDERSON, D.D.S., P.C.

Jane M. Anderson, Secretary

By: Mr. Hylons

Dr. Michael E. Anderson,

President

THE UNDERSIGNED, President of Norman N. Thrope, D.D.S., P.A., 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 ar true in all material respects, under the penalties of perjury.

Norman N. Thrope, President

7489 0405

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

THE UNDERSIGNED, President of Dr. Michael E. Anderson, D.D.S., P.C., 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 ar true in all material respects, under the penalties of perjury.

me. Amons

Dr. Michael E. Anderson,

President

SCHEDULE OF ASSETS WASHINGTON COUNTY

<u>Item</u>	Quantity	Price	Tot	al
Modal J. Elite Chair	2	\$800.00	\$1,600	.00
Escort floor mount unit	2	\$500.00	\$1,000	.00
630B H.S. Hpc with light source	2	\$450.00	\$ 900	.00
Light Fantastic unit mount operating light	3	\$300.00	\$ 900	0.00
Lot of cabinetry in various conflg. in operatories 1 &	2 2	\$250.00	\$ 500	0.00
Lumix 70 II X-ray	1 \$	31,400.00	\$1,400	.00
Mark 75 X-ray (spare head included)	1	\$750.00	\$ 750	0.00
Assist. Stool	2	\$ 50.00	\$ 100	.00
E-2000 Drs Stool	2	\$ 75.00	\$ 150	.00
Validator 8 autoclave	1	\$900.00	\$ 900	.00
Advantage chair	1	\$900.00	\$ 900	.00
Mini-Trol 4000 w cuspidor	1	\$650.00	\$ 650	.00
Air polishing unit	1	\$ 20.00	\$ 20	.00
E model 60 Kvp X-ray	1	\$600.00	\$ 600	.00
Cabinet	1	\$ 50.00	\$ 50	.00
420 compressor w dento drier	1	\$300.00	\$ 300	.00
Vacuumaire (recently rebuilt)	1	\$600.00	\$ 600	.00
Safelight	1	\$ 10.00	\$ 10	0.00
Cabinetry with dev. tank and si	.nk 1	\$ 50.00	\$ 50	0.00
Photocopier	1	\$500.00	\$ 500	0.00
Telephone System	1	\$500.00	\$ 500	0.00
			7,02	N

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

<u>Item</u>	Quantity	Price		Total
		\$ 00.00	2	
Emergency Drug Kit	1	\$ 00.00	N '\$	00.00
Supplies (Miscellaneous)		\$520.00	\$	520.00
Goodwill, Patient Lists and Records	:	\$1,000.00	\$1,	,000.00
		TOTAL	\$14	.000.00

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



CLETRICHTINE CIRCLETS EQUITE INTO The COUNTY HARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE	1238. BUSINESS C	ODE COUNTY 71
#		P.A Religi	ous Close Stock Nonstock
_ Morgi (Tran	ng sferor) _		Surviving (Transferee)
1	lorman	N. Thrope D.D.S., P.A.	Dr. Michael E. Anderson,
		705954	
			D3550902
			25020102
CODE	AMOUNT	FEE REMITTED	
10 20		Expedited Fee Organ. & Capitalization	(New Name)
61		Rec. Fee (Arts. of Inc.)	
62 63		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
64	20	Rec. Fee (Transfer)	
65		Rec. Fee (Dissolution)	Change of Name
66 52		Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
50		Cert. of Qual. or Reg.	Change of Resident Agent
51	73	Foreign Name Registration	Address
13 56		Certified Copy/_ Penalty	Resignation of Resident Agent 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 84		Cert. Limited Partnership Amendment to Limited Partnership	CODE
85		Termination of Limited Partners	
21		Recordation Tax	
22		State Transfer Tax Local Transfer Tax	ATTENTION:
31		Corp. Good Standing	Scott L. Schubel
NA		Foreign Corp. Registration	din a
87 71		Limited Part. Good Stand	11ng
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		Property Reports andlate filing penalties	
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		Other	
TOTAL			
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF TRANSFER

OF

NORMAN N. THORPE D.D.S., P.A.

(A MD CORP.)

AND

DR. MICHAEL E. ANDERSON, D.D.S., P.C.

(A MD CORP.)

TRANSFEROR

TRANSFEREE

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

OF MARYLAND FEBRUARY 16, 1993 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:

s 20.00

\$ ____

D3550902

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAII RET

RETURN TO:
WACHS, BOONE, AND SCHUBEL, P.A.
ATTN; SCOTT L. SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

16003067921

A 414910

MARYLA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

Y AND ANATION OF MARYLAND IN LIBER, FOLIO.

CORP2-1.JSW 020593:MHD

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION DEPARTMENT OF ASSESSMENTS

AND TAXATION

R. M. SHIFLER SALES COMPANY (A CLOSE CORPORATION)

APPROVED FOR RECORD

THIS IS TO CERTIFY THAT:

02-10-93 at 12:29

FIRST: I, the undersigned, Joseph S. Welty, whose post office address is 30 West Patrick Street, Suite 600, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Close Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: (a) The name of the Corporation is: R. M. Shifler Sales Company.

(b) The Corporation is a Close Corporation formed pursuant to the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.
- To generally engage in the sale and marketing (at wholesale or retail) of heavy construction equipment and accessories; and to engage in the business of offering repair, maintenance and servicing in connection with the type of products sold and marketed.
- To apply for, obtain, purchase, or otherwise acquire, any licenses, copyrights, patents, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise and develop said licenses, copyrights, patents, permissions and the like, and to sell and otherwise deal with the same.
- To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligations of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and 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, personal, mixed and/or intangible), including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such bonds, chopes, or other obligations of the Corporation for its corporate purposes. its corporate purposes.

Jun 21 11 00 AH '93

3488 1145

LENNIC J. WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, 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 hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 16609 Fairview Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Randy M. Shifler, 16609 Fairview Road, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and presently resides therein at the above address.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock.

SIXTH: Although under Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter called "Code") the Corporation may elect not to have a Board of Directors, it is hereby provided that the Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the name of the director who shall act until the first annual meeting of shareholders, or until his successor(s) are duly chosen and qualified is: Randy M. Shifler.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Clear reference to the fact that the Corporation is a Close Corporation shall appear permanently at the head of each Charter Document of the Corporation adopted hereafter, and the fact that this Corporation is a Close Corporation shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation. Further, it shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland Law. If, at a later time, the Corporation and/or its shareholders should enter into any agreement restricting and/or regulating transfers on outstanding shares of the Corporation, then this fact shall be noted conspicuously idnie

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

all outstanding shares of the Corporation. If any stock of the Corporation should be issued with restrictions or denial concerning voting rights, then this fact shall be conspicuously noted on the face of such shares of stock, and such restrictions and/or denial will be regulated in accordance with Section 4-504 of the Code, and its successor sections.

Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement.

NINTH: 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) Subject to the provisions of Title 4, Subtitle 5 of the Code and its successor provisions, the Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of corporate stock of any class for such consideration as may be deemed advisable by the Board of Directors, as long as such directed issuance of shares have been authorized in advance by these Articles of Incorporation or amendments hereto properly approved by the stockholders.
- (2) 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 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.
- (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 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 director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determation of which he is a member, is so interested, may be counted in determation of which he is a member, is so interested, may be counted in determation that the state of the corporation of the counted in determation of which he is a member, is so interested, may be counted in determation that the state of the corporation of the counted in determation that the state of the corporation of the counted in determation that the state of the corporation of the counted in determation that the state of the corporation of the c

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the existence of a quorum at the meeting of the Board of Directors 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 transaction; AND FURTHER PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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.

TENTH: Except as provided to the contrary in Section 4-504 of the Code and its successor sections, and except to the extent otherwise governed by a Unanimous Stockholders' Agreement under Section 4-401 of the Code and its successor sections, in each case where the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time requires the affirmative vote of more than a majority of the stockholders of the Corporation before a particular action may be taken by the Corporation that affirmative stockholder vote requirement shall be reduced to require an affirmative vote of only a majority of the stockholders of the Corporation having voting rights in the matter being considered.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this $\frac{9^{+-}}{}$ day of February, 1993.

WITNESS:

Anne L. Heavner

S. Heaven

Joseph S. Welty

CLERK OF THE CIRCUIT COURT WASHINGSON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this _______ day of February, 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Anne L. Heavner
NOTARY PUBLIC

My Commission Expires:

21,197

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00154

Department of Aspessments and Taxation CLERK OF THE CHINKY ER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

lergi: Trans			Surviving (Transferee)
ODE	AMOUNT	FEE REMITTED	
0	50	Expedited Fee (New Name)
0	20	Organ. & Capitalization	
1	20	Rec. Fee (Arts. of Inc.)	
2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution Certificate of Conveyance	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
5		Special Fee	
0		For. Limited Partnership	215
3		Cert. Limited Partnership	CODE_045
4		Amendment to Limited Partnership	
5		Termination of Limited Partnership	
1		Recordation Tax	ATTENTION: Joe Welty
2		State Transfer Tax	ATTENTION:
3		Local Transfer Tax	9
1		Corp. Good Standing	
A		Foreign Corp. Registration Limited Part. Good Standin	
7		Financial	ng
00		Perso	nnal
100		Property Reports and	MAIL TO ADDRESS:
		late filing penalties	
0		Change of P.O., R.A. or R.A.A.	
1		Amend/Cancellation, For. Limited	Part.
9		Art. of Organization (LLC)	
8		LLC Amend, Diss, Continuation	
7		LLC Cancellation	
6		Reg. Foreign LLC	
4		Foreign LLC Supplemental	
2		LLC Good Standing (short)	
		Other	
			CERTIFIEL
OTAL	101		NOTE: MADE

__ checks

Documents on _

APPROVED BY

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

R.M. SHIFLER SALES COMPANY

APPROVED AND RECEIVED FOR RECORI	BY THE STATE DE	EPARTMENT OF	ASSESSMENTS	AND TAXATION
OF MARYLAND FEBRUARY 10	, 1993 AT	12:29	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.				
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECOI FEE I			SPECIAL FEE PAID:
\$20•00	\$	20.00	\$ _	
	D359	7499		
TO THE CLERK OF THE COURT OF	WASH	HINGTON C	DUNTY	

IT IS HEREBY CERTIFIED. THAT 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:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE MD 21202

157C3067491 **A** 414574



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 047 00156 APPROVED FOR ELERAPOR THE CIRCUIT COURT OF A COUNTY of the CIRCUIT COURT 2-10-93 at ARTICLES OF INCORPORATION MICHAEL E. FLURIE, CPA, P.A.

CORPORATION RECORDS

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 'Mereinafter referred to as the "Corporation") is Michael E. Flurie, CPA, P.A.

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

To engage in the professional business of accounting and (1)the provision of accounting and related services; 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 12903 Oak Hill Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Michael E. Flurie, 12903 Oak Hill Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

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, 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 names of the Director who shall act until the first annual meeting or until his successors is duly chosen and qualified:

Michael E. Flurie

30418525

Schlossberg & Associates Attorneys at Law

34 West Washington Street 20. Box 4227 Hagerstown, Maryland 21741-4227

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:

Jun 21 11 00 A 19 (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.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

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

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

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

hlossberg & Associates torneys at Law

4 West Washington Street
D. Box 4227
Igerstown, Maryland 21741-4227

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of day of 1993, and I acknowledge the same to be my voluntary act and deed.

Witness Keninera

Roger \$chlossberg

(SEAL)

ates

21741-4227

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY;

checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00159

CLERK OF THE CHOSTSCOURTS and Taxation WASHINGTON COUNTYARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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1	20	Rec. Fee (Arts. of Inc.)		
2	M	Rec. Fee (Amendment)		
3		Rec. Fee (Merger, Consol.)		
4 5		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name
5		Rec. Fee (Revival)	_	Change of Principal Office
		Foreign Qualification	_	Change of Resident Agent
)		Cert. of Qual. or Reg.		Change of Resident Agent
		Foreign Name Registration		Address
		Certified Copy	_	Resignation of Resident Agent
		Penalty	_	Designation of Resident Agent
		For. Supplemental Cert. Foreign Resolution		and Resident Agent's Address Other Change
		Certificate of Conveyance	•	Other change
-		Certificate of Merger/Transfer		
		Special Fee		
		For. Limited Partnership		
		Cert. Limited Partnership		CODE
		Amendment to Limited Partnership		
		Termination of Limited Partnership)	
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		State Transfer Tax		ATTENTION:
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		Foreign LLC Supplemental		121711-11777
		LLC Good Standing (short)		01/4/ 722/
		Other	_	

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MICHAEL E. FLURIE, CPA, P.A.

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

OF MARYLAND FEBRUARY 10, 1993 AT 12:32 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL FEE PAID:

s ______20.00

\$ _____

D3597143

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUH 25 MI

RETURN TO: ROGER SCHLOSSBERG P.O. BOX 4227 HAGERSTOWN

MD 21741 4227

OF ASSESSIVE MARYLAS

156C3067396 A 414499

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORPORATION RECORDS 0004787 PETARTMENT OF ASSESSMENTS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTERPROVED FOR PAYMENT

2 9 93 at 8:52 a.m.

'93 FEB 9 RM 8 52

ARTICLES OF INCORPORATION

ADVANCED GROUND MAINTENANCE, INCORPORATED

FIRST: I, James D. Johnson, Jr., whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is Advanced Ground Maintenance, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of providing landscaping services and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 4 Ford Avenue, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation is Gregg F. Finkel, 4 Ford Avenue, Boonsboro, Maryland 21713.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand $(\mathbb{F}(\mathbb{P},\mathbb{P}(\mathbb{P}))$, all of one class called Common Stock. The par value

Jun 21 11 00 AH '93

CENNIC J. WEAVER, CLERK HY.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualifies are Gregg F. Finkel and Sherry Finkel.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this $5\frac{th}{}$ day of February, 1993.

WITNESS:

James D. Johnson, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00163

Department of Casessineous and Taxation CLERK OF WASHINGTON CONTRIBUTED DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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ODE	AMOUNT	FEE REMITTED	
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2	-00	Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy Penalty	Resignation of Resident Agent Designation of Resident Agent
6 4	E F. II	For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6	**********	Certificate of Merger/Transfer	
55 50 33 44 55 51 11 22 23 33 11 AA 77 11 1000		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persons Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	MAIL TO ADDRESS: Law Office Strite and Schildt
55 00 33 44 55 11 22 33 11 AA 77 11		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persona Property Reports and late filing penalties	ATTENTION: James D. Johnson al MAIL TO ADDRESS: Law Office Strite and Schildt art.
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55 33 4 55 1 2 2 3 3 1 1 1 1 1 1 1 1 1 1 1 1 1		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persona Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation	ATTENTION: James D. Johnson al MAIL TO ADDRESS: Law Office Strite and Schildt art. 138 West Washington
55 33 4 55 1 1 1 1 1 1 1 1 1 1 1 1 1		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Persona Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	ATTENTION: James D. Johnson al MAIL TO ADDRESS: Law Office Strite and Schildt art. 138 West Washington Street
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF ADVANCED GROUND MAINTENANCE, INCORPORATED

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

9, 1993 AT

8:52 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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RECORDING FEE PAID:

20.00

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D3596608

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND. MAILED JIM 25 1957

RETURN TO: JAMES D. JOHNSON, JR. LAW OFFICES STRITE AND SCHILDT 138 WEST WASHINGTON STREET HAGERSTOWN MD 21740

156C3067342

A 414449

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



STATE DEFARMMENT OF ASSESSMENTS
AND TAXATION

CORPORATION RECORDS

ATTROVED FOR PAYMENT 00165

CLERK OF THE CIRCUIT COURT

ARTICLES OF ORGANIZATION

BETHEL PROPERTIES, LLC

Denis L. Rocco, Norman E. Morin, Jr., and
Pasquale Tigani being at least 18 years of age, form a
limited liability company, and say:

- 1. The name of the limited liability company is Bethel Properties, LLC.
- 2. The principal office of the company is 49 Summit Avenue, Hagerstown, Washington County, Maryland 21740.
- 3. The Resident Agent of the company is Denis L. Rocco, 49 Summit Avenue, Hagerstown, Maryland 21740.
- 4. The purpose of the company is to develop, construct, rehabilitate and restore real property and improvements, and to rent, manage, and operate the same, and for all other lawful purposes.
- 5. The latest dissolution date of the company is December 31, 2050.

Denis L. Rocco, Member

Norman & Morin, Ur.

FILED

Jun 21 11 00 AH "93

LENNIS J. WEAVER, CLERK

Pasquale Tigani, Member

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator

Q.M.



00047 00166

Department of Assessments and Taxation CLERK OF THE CIRCUIT CHURCH COUNTY HARTER DIVISION WASHINGTON COUNTY HARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

7495 2119

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		Rec. Fee (Amendment)			
		Rec. Fee (Merger, Consol.)			
		Rec. Fee (Transfer)			
		Rec. Fee (Dissolution)			hange of Nemo
		Rec. Fee (Dissolution)	-		hange of Name
		Foreign Qualification			hange of Principal Office
			-		hange of Resident Agent
		Cert. of Qual. or Reg.	-		hange of Resident Agent
		Foreign Name Registration			ddress
-		Certified Copy	-		esignation of Resident Agent
		Penalty	-		esignation of Resident Agent
		For. Supplemental Cert.			nd Resident Agent's Address
		Foreign Resolution			Other Change
-		Certificate of Conveyance		_	
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checks

Documents on

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF ORGANIZATION OF BETHEL PROPERTIES, LLC

APPROVED AND	RECEIVED FOR REC	ORD BY THE STATE D	EPARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND	FEBRUARY	8, 1993 AT	10:57	O'CLOCK	A • M. AS IN CONFORMIT
WITH LAW AND	ORDERED RECORDE	D.			

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:	
\$	\$50.00	\$	
		_	

W3596152

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT THE 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 2 5 1993

RETURN TO: WILLIAM C. WANTZ 123 W. WASHINGTON ST. HAGERSTOWN

MD 21740



15503067230

A 414356

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CORRORATION RECORDS

CTATE DEPARTMENT OF ASSESSMENTS

AND TARATION

00047 00168

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

O2-09-93 at 12:46

ARTICLES OF INCORPORATION SOFTWARE SCIENCES GROUP, INC.

o P

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Gregory M. Burgee, whose post office address is 39 West Patrick Street, 6th Floor, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: Software Sciences Group, 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 property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.
- (b) To generally engage in the business of consulting in all aspects of the computer industry.
- (c) 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 such licenses, and to sell and otherwise deal with such licenses.
- (d) To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligations of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and 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, personal, mixed and/or intangible, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (e) To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the hereinstated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, 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.

Jun 21 11 00 AH "93

LENNIC J. WEAVER, CLERK

BY:____

3485 1913

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The Corporation is hereby authorized to engage in any other lawful activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 112 East Irvin Avenue, Hagerstown, Washington County, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is D. Thomas Witmer, 112 East Irvin Avenue, Hagerstown, Washington County, Maryland 21742. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the name of the directors who shall act until the First Annual Meeting of the Shareholders, or until their successors are duly chosen and qualified are D. Thomas Witmer, Richard M. Hopper and William A. Wolfe.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (a) Any holder of Common Stock if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any of such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor, and the name and address of a person experienced in the fields of finance and business appraisals who shall act as an appraiser.

(b) The President under the direction of the Board of Directors shall, within five (5) days of delivery of such written notice, select another individual with like experience to act as an appraiser and give like written notice of his name and address to the person wishing to make such sale, transfer or foreclosure and to the appraiser appointed by him; the two appraisers so selected shall, within five (5) days of the giving of said last named notice, select a third appraiser who shall be experienced in

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

the fields of finance and business appraisals, such as an individual engaged in the business of loaning money or in banking and who shall reside or be engaged in business in Washington County, Maryland, and they shall at once notify both parties in writing of the name and address of said third party.

- (c) The three appraisers so selected shall, within fifteen (15) days after selection of the third appraiser appraise the share or shares proposed to be sold, transferred, or foreclosed, and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to the Corporation and to the party wishing to sell, transfer or foreclose. In determining value, goodwill shall not be considered. Also, notice of their determination will be sent to every other holder of shares of Common Stock by the Corporation, within three (3) days of the Corporation's receipt of the value determination.
- (d) Each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.
- (e) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the notice of value determination by the appraisers, of purchasing said share or shares for the Corporation at the appraised value. Within such twenty-five (25) days, partial payment shall be made by the Board of Directors by depositing ten percent (10%) of the appraised value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledgee or holder, as applicable, in any bank in Washington County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within seventy-five (75) days after receipt of the notice of value, with the total appraised value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.
- (f) At expiration of said twenty-five (25)-day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for the period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the appraised value. Within such five (5)-day period, partial payment shall be made by the group of purchasing shareholders by depositing ten percent (10%) of the appraised value in the same manner as set forth in subparagraph (e) above, with the balance due to be deposited in like manner as described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (f).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the shareholders entitled to purchase fails to accept the shares at the appraised value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the appraised value. The shares being offered for sale need not be sold to the shareholders hereunder unless the purchasing shareholders agree, as a group, to buy all shares being offered for sale and proper deposits as setforth hereinabove are made.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

- (g) The Board of Directors are not obliged to purchase any share or shares of Common Stock at appraised value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.
- (h) Any of the shareholders may transfer all or part of his or her shares of Common Stock by gift or bequest to or for the benefit of his wife, her husband or other members of his or her direct family without regard to the above restrictions on transfer; but, in case of any such transfer, the transferees or legatees shall receive and hold the shares subject to all of the restrictions contained in these Articles of Incorporation.
- (i) The provisions contained within this paragraph EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this paragraph EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

NINTH: 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:

- (a) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders, unless required so as to comply with preemptive rights set forth in paragraph FIFTH if shares are to be sold to non-stockholders or to existing stockholders disproportionately.
- (b) 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 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 such action will affect the preemptive rights provided for in these Articles.
- (c) 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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 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 director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors 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 transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(d) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation 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 otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph EIGHTH (i) of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of February, 1993.

Anada J. Hickory

Gregory M. Burges

(SEAL)

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 8th day of February, 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gregory M. Burgee, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Amanda J. Homiceim

Lin thi cum

My commission Expires: Leptenter 1, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES

PAUL B. ANDERSON Administrator

00047 00174

CLERKING TREATIRE ASSESSMENTS and Taxation WASHINGTON COUNTRIARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SOFTWARE SCIENCES GROUP, INC.

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TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUN 2 5 1993

RETURN TO: GREGORY M. BURGEE
MILES & STOCKBRIDGE
10 LIGHT STREET
GREGORY M. BURGEE
BALTIMORE MD 21202

155C3067187

A 414322

OF ASSESSIVE OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT 00047 00176 CORPORATION RECORDS ARTICLES OF INCORPORATION HE OVED FOR RECORD (See instructions on reverse side.) FIRST: The undersigned Lawrence F. Fforita, Qtr. whose address is 13931 Exline Road, Hancock, Maryland 21750 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 Hancock Memorial Fost # 10502, veterans of Foreign Wars of U. S. Inc. THIRD: The purposes for which the corporation is formed are as follows: Fraternal, patriotic, historical, and educational .: To promote comradeship, assist worthy comrades, perpetuate memory of our dead, their widows & orphans; To maintain true allegiance to U. S. Govt., and fidelity to the U.S. Constitution. Preserve & defend U.S. from all enemies whomsoever. FOURTH: The post office address of the principal office of the corporation in Maryland is 140 W. Tain Street. Hancock, Paryland 21750 FIFTH: The name and post office address of the resident agent of the corporation in Maryland are libert Calvin cJusker, Cdr., 3513 National Pike, Hancock, Naryland 21750 30398302 SIXTH: The corporation has no authority to issue capital stock. SEVENTH: The number of directors of the corporation shall be _______ 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 Robert Calvin McGusker, Cdr.: Robt. Clyde McGusker, Adj.: Iawrence F. Fiorita, Ctr., Floyd Weller, Sr. Vice Cdr.; Darrell W. Caldwell, Trustee,: Morris C. Landers, Trustee; Harold Burnett, Trustee. EIGHTH: See Attached

RETURN TO:

Lawrence F. Fiorita, Qtr.

13931 Exline FLLED

C: 8 W

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

Taurence

7485 1676

Hancock, Naryland 21750

LENNIC & WEAVER, CLERK

i.Y.

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 21201-2392

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 corpora-

tion is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as

its own resident agent.

SIXTH: 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 appro-

priate place for language required by the Internal Revenue Service. If more space is required,

type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or

carbon) signatures of all the people listed in First and no one else may sign here. No witness or

notary is required.

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

FEES

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

TELEPHONE/(410) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

CLERK OF THE CIRCUIT COURT HANCOCK MEMORIANA BUSICITOS SOZINIV. F. W. Inc.

Sec. 01: Name.

This Post shall be known as "Hancock Memorial Post 10502, Veterans of Foreign Wars of U.S., Inc.

Sec. 02: Objects

The objects of this association are fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among member; to assist worthy comrades; to perpetuate the memory and history of our dead, assist their widows and orphans; to maintain true allegiance to the Government of the United States of America, and fidelity to it's Constitution and laws; To foster true patriotism, to maintain and extend American freedom; To preserve and defend the United States from all her enemies whomsoever.

Sec. 03: Eligibility.

Anyone who has served honorably as an officer or enlisted person, on active duty, honorably discharged, released to inactive duty or retired shall be eligible for membership. (1) whose service in the Armed Forces of the United States in any foreign insurrection, or expedition is recognized as campaign medal service and governed by the authorization of the issuance of a campaign badge (medal) by the Government of the United States of America; and (2) who is a citizen of the United States, subject to the provisions hereinafter set forth.

SEC. 04: Application.

Every application for membership shall be in writing. The form shall comply with rules set forth in Manual of procedure, and will be certified for eligibility by an active member in good standing.

Sec. 05: Election, Notification & Obligation.

Members shall be elected, notified and obligated as prescribed in the Manual of Procedure.

Sec. 06: Admission Fee & Dues.

Dues in Post 10502 shall be \$14.00 , per annum, and new members will be required to pay an admission fee of \$1.00 .

Sec. 07: Members in Good Standing.

A memberwho has paid his current dues to Dec. 31 is in good standing, and ceases to be in good standing on Jan. 1st immediately following the year for which his dues had been paid, and shall remain in that status until his dues are paid for the current year.

Sec. 08: Former members-Reinstatement.

A former member whose dues have been unpaid for one year or more may 1437 be reinstated as prescribed in the manual of procedure.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Sec. 09: Transfers.

Transfer of membership from this post to another or from another post to this one shall be according to Sec. 107 in the manual of procedure, governing transfers.

Sec. 10: Removing ineligibles.

Every member shall be required to prove his eligibility qualifications and ineligible members shall be removed as prescribed in the manual of procedure.

Sec. 11: Rights of members.

Ho member (person listed on the membership roles of this Post) shall be deprived of membership or suspended from membership, except for nonpayment of dues, and no elected officer may be relieved of his office, except for nonpayment of dues, expiration of term, office declared vacant in accordance with manual of procedure, unless he has been tried and convicted by Court-Martial in accordance with the procedures in the manual of procedure.

Sec. 12: Regular and Special meetings.

Regular meetings of Post 10502 will be held at the Post Home at 140 W. Main Street in Hancock, Md. on the first Wednesday of each month at 1900 Hrs.

The Post Commander may call a special meeting upon the signed written request of seven members or on the vote of the majority of members present at a regular meeting.

Special meetings will be called in accordance with the procedures set fourth in the manual of procedures. No business will be transacted at a special meeting except that for which the meeting was called.

Sec. 13: Quorum.

The transaction of no business will be conducted without first having a quorum of six (6) members in good standing in attendance at such meeting.

Sec. 14: Officers, Elected & Appointed.

- (a) Officers of this Post shall consist of at least a Commander, Sr. Vice Cdr., Jr. Vice Cdr., Quartermaster, Adjutant, Advocate, Chaplain, Surgeon, Officer of the Day, Three (3) Trustees, Pasternament. All above enumerated officers shall be elected offices.
- (b) The Commander shall appoint all other officers as they shall be required, and the Cdr. shall retain authority to remove any officer appointed by him at any time.

Sec. 15: Voting.

Each Post member in good standing shall be entitled to one (1) vote as prescribed in the manual of procedure.

Sec. 16: Eligibility to Office.

CLERK OF THE CIRCUIT COURT

All members in good standing shall be sing for to any office in this Post, provided no member shall hold two elective Post offices at the same time, but may hold one elected office and one or more appointive offices at the same time.

Post trustees shall not be eligible to serve on committees or as officers having to do with the receipt & expenditures of Post funds whose records & accounts are audited by the trustees.

Sec. 17: Items Omitted or Superceded.

Anything enumerated in these by laws or omitted from these by laws will be covered by District, State or National By-laws, and anything in conflict with the by laws of a higher entity will be superceded by the higher entity.

Sec. 18: Elections:

Persons seeking office will be nominated to the various offices, will be nominated for office at the regular post meeting in March of each year, elections will be held at the Post Home at the regular meeting in April, and newly elected or appointed officers in the Post will Assume their respective offices for the ensuing term on July 1st of each year. Installation of newly elected and appointed officers will be held according to the schedule of the District commander, but will be no later than July 1st.

Amendment 1: Special Meetings: No special meeting shall be held without first, giving all members due and timely notice.

Reke Clyle Musher

Ad tokant

Amendment 2: All appointed and elected officers must attend 60% of annual scheduled meetings, and are subject to removal for failure to comply.

By-laws approved and amended, October 7, 1992.

T425 1539

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CIRCUIT COUNTRIARTER DIVISION WASHINGTON COUNTRIARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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Rec. Fee (Merger, Consol.)	
Rec. Fee (Transfer)	
Rec. Fee (Dissolution)	Change of Name
Rec. Fee (Revival) Foreign Qualification	Change of Principal Office Change of Resident Agent
Foreign Qualification Cert. of Qual. or Reg.	Change of Resident Agent
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

HANCOCK MEMORIAL POST # 10502, VETERANS OF

FOREIGN WARS OF U.S. INC.

APPROVED AND	RECEIVED FOR RE	COKD B	THE STATE DE	PARIMENI U	F ASSESSMENT	S AND IAXATION
OF MARYLAND	FEBRUARY	8,	1993 AT	8:48	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND O	ORDERED RECORDS	ED.				

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

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03595196

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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: LAWRENCE F. FIORITA, QTR. 13931 EXLINE RGAD HANCOCK MD 21750

155C3067134

A 414271



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS CORPORATION RECORDS 00183 AND TAXATION APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT 3 ieh Inc. 12:05 m. Shear Expressions fa (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 Shear Expressions Hair Design, 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 Route 9, Box 9, East Oak Ridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Patricia A. Hoover, 19821 Marcia Court, Boonsboro, Maryland 21713. 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. 50 81 11 0 U31 80 8

HILED

Jun 21 11 or AH '93

EENNIC & WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Teresa M. Myers.

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

3485 D481

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2 day of Albrung 1883 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 of day of February, 1993, before me, the subscriber, a Notary Pubic in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Barbara 2 Snoots

My Commission Expires: 5-14-94

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

J.m.



00047 00186

CLERK OF THE CLASSESSMENTS and Taxation WASHINGTON COUNT CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	ENT CODE			$\frac{33}{\sqrt{2}}$ COUNTY $\frac{77}{\sqrt{2}}$
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ODE	AMOUNT	FEE REMITTED		
0		Expedited Fee	(New Nam	ne)
0	20	Organ. & Capitalization		
1	20	Rec. Fee (Arts. of Inc.)		
2		Rec. Fee (Amendment)		
3		Rec. Fee (Merger, Consol.)		
4		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name
5 5		Rec. Fee (Dissolution)		Change of Mame Change of Principal Office
2		Foreign Qualification		01 0 0 11 1 1 1 1
0		Cert. of Qual. or Reg.		
1		Foreign Name Registration		Address
3	9	Certified Copy		Resignation of Resident Agent
5		Penalty		Designation of Resident Agent
4		For. Supplemental Cert.		and Resident Agent's Address
3		Foreign Resolution		Other Change
3		Certificate of Conveyance		
5		Certificate of Merger/Transfer Special Fee		
0		For. Limited Partnership		
3		Cert. Limited Partnership		CODE
		Amendment to Limited Partnership		
5		Termination of Limited Partnersh Recordation Tax		
2		State Transfer Tax		ATTENTION: Scott L
3		Local Transfer Tax		Schubel, Esq.
		Corp. Good Standing		Schubel, Esq.
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	Docu	uments on checks		3485 0493
	ADDDOVED	BY: In		
	APPROVED	BY:		

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SHEAR EXPRESSIONS HAIR DESIGN, INC.

APPROVED AND RECEIVED FO	RECORD BY T	HE STATE DEPARTMENT O	F ASSESSMENTS A	ND TAXATION
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OF MARYLAND FEBRUARY 3, 1993 AT 12:05 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	
20.00	20.00	

SPECIAL FEE PAID:

D3593191

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT THE 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 2 5 1993

RETURN TO:
WACH, BOONE & SCHUBEL, P.A.
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

154C3066909

A 414091

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3433 1433



CORPORATION RECORDS

00047 00188

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

APPROVED FOR RECORD ARTICLES OF INCORPORATION
OF
THE GREAT HAGERSTOWN FAIR CORPORATION

18-93 at THE GREAT HAGERSTOWN FAIR CORPORATION 8:27 a.m.

ARTICLE ONE: I, John H. Urner, whose post office address is Urner, Nairn, Barton & Williams, 207 South Potomac Street, Hagerstown, Maryland 21740 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.

<u>ARTICLE TWO</u>: The name of the Corporation (hereafter the "Corporation") is "The Great Hagerstown Fair Corporation".

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 enumerate 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 Dollars (\$10.00).

ARTICLE STORES: Him Abr Bration shall have a Board of one Director 2122

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the 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

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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

that the Board of Directors may deem advisable in connection with such issuance.

ARTICLE TEN: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its shareholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The Corporation shall to the fullest extent ARTICLE ELEVEN: 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 $\frac{147}{100}$ day of January, 1993, and I acknowledge the same to be my act.

John H. Urner

WILLIAM DONALD SCHAEFER Governor

Documents on

APPROVED BY:

checks

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00191

Department of Assessments and Taxation CLERK OF THE CHRONICOUNTRIER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE	O2 BUSINESS	CODE	03	COUNTY	77
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CODE	AMOUNT	FEE REMITTED				
10 20 61 62	38	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)				
63 64 65 66 52 50 51 13 56		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty		Change Change Change Addres Resign	of Name of Principal of Resident A of Resident A s ation of Resident	Agent Agent dent Agent
54 53 73		For. Supplemental Cert. Foreign Resolution Certificate of Conveyance Certificate of Merger/Transfe	_		sident Agent's Change	
75 80 83 84 85		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne	hip	CODE		
21 22 23 31 NA 87		Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St.	2-43H	ATTENTION:		
71 600		Property Reports andlate filing penalties		MAIL TO AD	DRESS:	Barton
70 91 99 98 97		Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation	ited Part	women,	Villiams	<u>Jarion</u>
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TOTAL FEES	46	Check C	ash	NOTE:		m 400 010

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

THE GREAT HAGERSTOWN FAIR CORPORATION

APPROVED AND	RECEIVED FOR R	ECORD BY T	HE STATE DE	PARTMENT O	F ASSESSMI	ENTS AND TAXATION
OF MARYLAND	JANUARY	18, 19	993 AT	8:27	O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.				
ORGANIZATION AN			RECOR FEE P			SPECIAL FEE PAID:
s2	0.00		\$	20.00	num.	\$
			D359	00239		
TO THE CLERK O	OF THE COURT OF		WASH	HINGTON	COUNTY	

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



152C3066577

A 413868



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

FART CLL.

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

LIBERTY AERO SERVICES, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

the undersigned, Neal A. Samonte, FIRST: I, the undersigned, Neal A. Samonte, whose post office address is 1834 Millstream Drive, Frederick, Maryland 21702, being at least eighteen (18) years of age, hereby form a whose post corporation under and by virtue of the General Laws of the State of Maryland.

The name of the corporation (which is hereafter called the "Corporation") is Liberty Aero Services, Inc.

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

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

- a. To carry on the business of aircraft maintenance and support, aircraft sales and brokerage, aviation parts sales, aviation management and consulting services, and pilot services.
- b. To engage in any other lawful purpose and business 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 any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is 18515-7A Henson Boulevard, Hagerstown, Maryland 21741. The Resident Agent of the Corporation in this State is Neal A. Samonte, whose address is 1834 Millstream Drive, Frederick, Maryland 21702. 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 common stock, with par value of \$10.00 per share.

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 Neal A. Samonte.

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

The Corporation is hereby empowered to issue from a. time to time its authorized shares for such lawful consideration, whether money or otherwise, as the shareholders shall determine, and any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder

ROGER BUCHEN ERICK, MD 21701

Jun 21 11 01 AH '93 STATE DEPARTMENT OF ASSESSMENTS1 AND TAXATION

LENNIS J. WEAVER, CLERK

APPROVED FOR PAYMENT

1-20-93 at 10:54

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of such shares shall not be liable for any further call or assessment or any other payment. A statement that the actual value of any consideration other then money, in the opinion of the shareholders, is or will be not less than a certain sum shall be deemed a sufficient statement of the actual value of such consideration and in the absence of actual fraud in the transaction, any valuation so fixed by the shareholders shall be conclusive for all purposes.

- b. In the event of the increase in the amount of capital stock of the Corporation or of the issue or reissue of any shares of stock of the Corporation which may be held by the Corporation as treasury stock, or which may have the status of authorized but unissued stock, each owner of outstanding shares of stock of the Corporation is granted pre-emptive rights to purchase, in proportion to the owner's then ownership of the issued and outstanding shares of the Corporation, any such capital stock of the Corporation.
- c. No shares of stock of this Corporation, whether new or hereafter issued shall descend or be sold, transferred, assigned or devised by the owners thereof unless and until (1) a written offer to sell such shares shall have first been delivered to the Corporation which shall thereupon and for thirty (30) days thereafter be entitled to purchase such shares or any part of them, and (2) if any shares remain unpurchased by the Corporation, it shall at any time of its choosing within said thirty (30) days notify its shareholders in writing that they shall each be entitled for thirty (30) days from issuance of the Corporation's notice to purchase their respective proportions (pro-rata) of such shares.
- d. The shareholders shall have the power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the shareholders, in their sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.
- e. Any contract or other transaction between the Corporation and one or more of its shareholders or between the Corporation and any firm of which one or more of its shareholders are members or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its shareholders are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such shareholders at the meeting of the shareholders which act upon or in reference to such contract or transaction; and notwithstanding the shareholders participation in such action, if the fact of such interest shall be disclosed or known to the other shareholders and the shareholders shall authorize, approve, or ratify such contract or transaction.
- f. Each shareholder and officer or former shareholder or officer of the Corporation, shall be indemnified by the Corporation against liabilities, fines, penalties and claims

BUCHEN AT LAW CK STREET AD 21701

CLERK OF THE CHRCUIT COURT
WASHINGTON COUNTY
imposed upon or asserted against said person (including amounts
paid in settlement) by reason of having been such a shareholder
or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by said person in connection therewith, except in relation to matters as to which said person shall have been finally adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of said person's duty as such shareholder or officer.

g. The enumeration and definition of a particular power of the shareholders included in the foregoing shall in no way be limited or restricted by reference to or inference from 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 shareholders under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

I have signed these Articles of IN WITNESS WHEREOF, Incorporation this 25th day of January , 1993, and I acknowledge the same to be my act.

Meal A. Samonte

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I hereby certify that on this 25th day of JANUARY 1993, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Neal A. Samonte, who acknowledged the foregoing Articles of Incorporation of Liberty Aero Services, Inc., to be his voluntary act and deed.

Witness my hand and Notarial Seal.

My commission expires: 1-1-96

ROGER BUCHEN TORNEY AT LAW EST PATRICK STREET DERICK, MD 21701 (301) 662-0008

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

9.M.



CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	ENT CODE	02	BUSINESS COL	DE	03/	COUNTY	71		
#		P.A.	Religio	us _	Close	8tock	Nonstock		
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10		Expedited Fee		(New	Name)				
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63 64		Rec. Fee (Merger, Rec. Fee (Transfer							
65		Rec. Fee (Dissolut	ion)		Change		055:		
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50		Cert. of Qual. or	_		Change	of Resident A	gent		
51 13		Foreign Name Regis Certified Co			Address Resigna	tion of Resid	ent Agent		
56		Penalty			Designa	tion of Resid	ent Agent		
54 53		For. Supplemental Foreign Resolution			and Res Other	ident Ag <mark>ent's</mark> Change			
73		Certificate of Con							
76		Certificate of Mer	ger/Transfer						
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75 80		Special Fee For. Limited Partn	ership						
83		Cert. Limited Part	nership		CODE				
84 85		Amendment to Limit Termination of Lim		in					
21		Recordation Tax	red Fai Chersin	р					
22		State Transfer Tax			ATTENTION:_				
23 31		Local Transfer Tax Corp. Good							
NA		Foreign Corp. Regi							
87		Limited Pa	rt. Good Standi	ng					
71 600		Financial	Pers	onal		1	0		
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70		late filing penalt Change of P.O., R.			Bucher	attor	nous not		
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94		Foreign LLC Supple			0.001				
92		OtherLLC Good			21701				
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	APPROVED	BY							
		7							

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF LIBERTY AERO SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD	BY THE STATE DEPARTMENT OF A	ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 26	1993 AT 10:56 O	CLOCK A • M. AS IN CONFORMIT
WITH LAW AND ORDERED RECORDED.		
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$20.00	s20•00	\$
	D3589496	
TO THE CLERK OF THE COURT OF	WASHINGTON COL	UNTY

MAILED JUN 2 5 1993

RETURN TO: JEAN ROGER BUCHEN 341 W. PATRICK ST. FREDERICK

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

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

MD 21701



151C3066441

A 413596

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

GREEN HILLS GROUP HOME, INC.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY



ARTICLES OF INCORPORATION

FIRST: I, Gilbert L. Hunt, whose post office address is 3703 Chestnut Grove Road, Keedysville, Maryland, 21756, 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, and adopt the following Articles of Incorporation for such corporation.

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

GREEN HILLS GROUP HOME, INC.

THIRD: The purpose(s) for which the Corporation is formed are as follows:

- (a) To conduct the business of offering a homelike setting at a home for the care of elderly residents, providing around the clock care, meals, housekeeping, laundry, and medication monitoring in a country living environment. Our goal is to have our residents enjoy life and the companionship of other seniors, knowing they are safe and cared for.
- (b) To provide our elderly residents the enjoyment of a spacious country home with protected front porch, a huge wrap-around back deck, two living rooms, two dining areas and the choice of either private or semiprivate bedrooms.

 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FILED

TISTIMU 1.3 MM 93 at 10.11 pm.m.

Jun 21 II of AH 93

CENNIC J. WEAVER, CLERK

BY:

BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FOURTH: The post office address of the principal office of the Corporation in Maryland is to be located at 3703 Chestnut Grove Road, Keedysville, 21756.

The name and post office address of the Resident Agent of the Corporation is: Gilbert L. Hunt, 3703 Chestnut Grove Road, Keedysville, Maryland, 21756. Said Resident Agent is an individual actually residing in the State of Maryland.

rifth: The Corporation shall be a stock corporation. The total number of shares of Common Stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate value of One Thousand Dollars (\$1,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Lays 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 are:

Gilbert L. Hunt

3703 Chestnut Grove Road

Keedysville, MD 21756

CLERK OF THE CIRCUIT COURT SEVENTH: The Corporation may, by it WASHINGTON COUNTY make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland, or of the United States of America.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles of Incorporation on January 26, 1993, and severally acknowledge the same to be my act.

Stellert Format
Gilbert L. Hunt

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

1 HEREBY CERTIFY that on this 26th day of January, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gilbert L. Hunt, and acknowledged the foregoing Articles of Incorporation to be his act and deed, and further made oath in jue form of law that the matters and facts set forth in said Articles of Incorporation with respect to the approval thereof are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notary Seal the day and year last written above. Jeontha D. Lastuday

My Commission Expired: 6/1/96

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

APPROVED BY:



00047 00201

Department of the control Taxation Washington Hammer DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

Certificate of Merger/Transfer Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Fermination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Property Reports and Iate filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. Art. of Organization (LLC) Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short) Other TOTAL	Mergi (Tran	ng sf e ror) _	P.A Religion	Survi	ving	✓ Stock _	
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		15					
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			Check Cash		NOTE:		

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION GREEN HILLS GROUP HOME, INC.

APPROVED AND RECEIVED FOR RE	ECORD BY THE S	TATE DEPARTMENT	OF ASSESSMEN	TS AND TAXATION
OF MARYLAND JANUARY	27, 1993	AT 12:11	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORD	DED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
\$	\$	20-00		S
		D3589488		
TO THE CLERK OF THE COURT OF		WASHINGTON	COUNTY	

IT IS HEREBY CERTIFIED. THAT 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: GILBERT L. HUNT 3703 CHESTNUT GREVE RD. MD 21756 KEEDYSVILLE

151C3066440

A 413595



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3-27 - 721

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

. 00047 00203

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NOTICE OF CHANGE OF ADDRESS OF THE RESIDENT AGENT AND PRINCIPAL OFFICE OF

FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

Charter Department State Department of Assessments and Taxation 301 West Preston Street Baltimore, Maryland 21201 December 3, 1992

I, Donald L. Rohr, Secretary of Fountainhead Properties Management, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Horald L. Rohr (SEAL

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FILED

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CENNIC J. WEAVER, CLERK

BY:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

at 1:24 P m

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: ___RMC

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00204

Department of Assessments and Taxation CLERK OF THE CIRCULARTER DIVISION WASHINGTON COLARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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0		Expedited Fee (New N	ame)
0		Organ. & Capitalization		
1		Rec. Fee (Arts. of Inc.)		
2	-	Rec. Fee (Amendment)		
3		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)		
4		Rec. Fee (Dissolution)		Change of Name
5 8		Rec. Fee (Revival)	X	XXXX Change of Principal Office
6 2		Foreign Qualification		Change of Resident Agent
0		Cert. of Qual. or Reg.		Change of Resident Agent
1		Foreign Name Registration	_	Address
3		Certified Copy		Resignation of Resident Agent
5		Penalty		Designation of Resident Agent
4		For. Supplemental Cert.		and Resident Agent's Address
3		Foreign Resolution	_	Other Change
3		Certificate of Conveyance		
6		Certificate of Merger/Transfer		
5		Special Fee		
0		For. Limited Partnership		0.45
3		Cert. Limited Partnership		CODE
4		Amendment to Limited Partnership		
5		Termination of Limited Partnership)	
1		Recordation Tax		TADDY FIGHER
2		State Transfer Tax		ATTENTION: LARRY FISHER
3		Local Transfer Tax		
1		Corp. Good Standing		
A		Foreign Corp. Registration		
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		late filing penalties .		MATE TO ADDRESS.
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1		Amend/Cancellation, For. Limited	Part.	
9		Art. of Organization (LLC)	2	
8		LLC Amend, Diss, Continuation		
7		LLC Cancellation		٠
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		Foreign LLC Supplemental		
6				
6		LLC Good Standing (short)		
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6			_	NOTE: 글속담고 다

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE

OF
FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

APPROVED AND I	RECEIVED FOR REC	ORD BY	THE STATE DE	PARTMENT C	F ASSESSME	ENTS A	AND TAXATION
OF MARYLAND	FEBRUARY	2,	1993 AT	1:24	O,CTOCK		P • M. AS IN CONFORMITY
WITH LAW AND C	DRDERED RECORDE	D. -					
ORGANIZATION AND CAPITALIZATION FEE PA			RECORI FEE PA				SPECIAL FEE PAID:
\$			\$	10.00		\$	
		-	D258	3003			
TO THE CLERK O	F THE COURT OF		WASH	INGTON	COUNTY		

IT IS HEREBY CERTIFIED. THAT 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: MILES & STOCKBRIDGE ATTN: LARRY FISHER 10 LIGHT STREET BALTIMORE

MD 21202

150C3066343

A 413797



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NOTICE OF CHANGE OF ADDRESS OF THE

RESIDENT AGENT AND PRINCIPAL OFFICE OF

GHATTAS ENTERPRISES, INC.

Charter Department State Department of Assessments and Taxation 301 West Preston Street Baltimore, Maryland 21201 December 3, 1992

I, Donald L. Rohr, Secretary of Ghattas Enterprises, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Donald L. Rohr (SEAL)

FILED

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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Jun 21a:GILATTORIAMAS93.NOT

LEANIS J. WEAVER, CLERK

APPROVED FOR RECORD

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CIRCUITARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	IENT CODE	BUSINESS CODE				
#_D	3412	P.A Religious	s	_ Close _	Stock	Nonstock
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(Tran	sferor) _		(Transf	eree)		
CODE	AMOUNT	FEE REMITTED				
10			(New Na	me)		
20		Organ. & Capitalization				
61		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63 64		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)				
65		Rec. Fee (Dissolution)		Change o	of Name	
66		Rec. Fee (Revival)	XX	XXX Change	of Principal C	ffice
52		Foreign Qualification		Change o	of Resident Ag	ent.
50		Cert. of Qual. or Reg.			of Resident Ag	
51		Foreign Name Registration		Address		
13		Certified Copy		Resignat	ion of Reside	ent Agent
56		Penalty			ion of Reside	
54		For. Supplemental Cert.			dent Agent's	
53		Foreign Resolution	-	Other C	Change	
73		Certificate of Conveyance		-		
76		Certificate of Merger/Transfer				
75		Special Fee				
80		For. Limited Partnership		045		
83 84		Cert. Limited Partnership Amendment to Limited Partnership		CODE		
85		Termination of Limited Partnership	0			
21		Recordation Tax				
22		State Transfer Tax		ATTENTION:	LARRY FISHE	R
23		Local Transfer Tax				
31		Corp. Good Standing				
NA		Foreign Corp. Registration				
87		Limited Part. Good Standing	ng			
71		Financial	1			
600		Property Reports and	onai	MATI TO ADDE	RESS:	
		late filing penalties		MATE TO ADDI		
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91		Amend/Cancellation, For. Limited	Part.			
99		Art. of Organization (LLC)				
98		LLC Amend, Diss, Continuation				
97		LLC Cancellation		•		
96		Reg. Foreign LLC				
9 4 92		Foreign LLC Supplemental	\			
		LLC Good Standing (short) Other				
TOTAL						
	\$10.00					
		CheckCash		NOTE:		
	¢ Doc	uments on1 checks			7	483 0816
		BY: RMC				
	AFFROVED	DI,				

00047 00208

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE

0F

GHATTAS ENTERPRISES, INC.

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

OF MARYLAND February 2, 1993

AT 1:24

O'CLOCK P.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

10

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

150c3066342

GCS



A 384720

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NOTICE OF CHANGE OF ADDRESS OF THE

RESIDENT AGENT AND PRINCIPAL OFFICE OF

A.M.G. ENTERPRISES, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of A.M.G. Enterprises, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Donald L. Rohr

O

FILED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

JUN 21 11G02TAHLE93G39.NOT

CENNIC J. WEAVER, CLERK

APPROVED FOR RECORD

193 at 1:24 P.m.

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



0004 / 00210

CLERKPORTITUE CIGCINIS SECURIO TO Taxation WASHINGTON COUNTY HARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	II CODE _	BUSINESS COD	E	county 71
D3	30520	064 P.A Religious	s	Close Stock Nonstock
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ransf	feror)		(Transf	feree)
ODE	AMOUNT	FEE REMITTED		
			/ Marri - Mar	
_			(New Ma	ame)
) _ _		Organ. & Capitalization Rec. Fee (Arts. of Inc.)		
		Rec. Fee (Amendment)		
_		Rec. Fee (Merger, Consol.)		
_		Rec. Fee (Transfer)		
_		Rec. Fee (Dissolution)		Change of Name
_			XX	XXXX Change of Principal Office
_		Rec. Fee (Revival)		Change of Resident Agent
_		Foreign Qualification	_	
_		Cert. of Qual. or Reg.		Change of Resident Agent Address
_		Foreign Name Registration		
_		Certified Copy	_	Resignation of Resident Agent
_		Penalty		Designation of Resident Agent
_		For. Supplemental Cert.		and Resident Agent's Address
_		Foreign Resolution	-	Other Change
_		Certificate of Conveyance		
_		Certificate of Merger/Transfer		
_				
_		Special Fee		
- -		Special Fee For. Limited Partnership		0005 045
5 _ 5 _ 8 _		Special Fee For. Limited Partnership Cert. Limited Partnership		CODE045
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership		CODE
- - - - -		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership		CODE 045
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax	p	CODE
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax	p	CODE
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax	p	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing	p	CODE
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	p	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing	p	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial	p	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Perse	ng onal	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standin Financial Person	ng onal	ATTENTION: LARRY FISHER
		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	ng onal	ATTENTION: LARRY FISHER
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC)	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	510.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	ng onal	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
5 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental	ng onal Part.	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
5 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	ng onal Part.	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short	ng onal Part.	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
5	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short	ng onal Part.	ATTENTION: LARRY FISHER MAIL TO ADDRESS:
5	310.00	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Person Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short	ng onal Part.	ATTENTION: LARRY FISHER MAIL TO ADDRESS:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE OF A.M.G. ENTERPRISES, INC.

APPROVED AND	RECEIVED FOR R	ECORD B	Y THE STATE DE	PARTMENT O	F ASSESSMI	ENTS AND TAXATION	
OF MARYLAND	FEBRUARY	2,	1993 AT	1:24	O'CLOCK	P • M. AS IN CONFORM	T
WITH LAW AND O	ORDERED RECOR	DED.					
ORGANIZATION AND CAPITALIZATION FEE P			RECOR FEE F			SPECIAL FEE PAID:	
\$			\$	10.00	-	\$	
			D30!	57064			
TO THE CLERK O	F THE COU R T OF		WASI	HINGTON	COUNTY		

MAILED JUN 2 5 1993

RETURN TO: MILES & STOCKBRIDGE ATTN: LARRY FISHER 10 LIGHT STREET BALTIMORE

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

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

MD 21202

15003066341

A 413796

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NOTICE OF CHANGE OF ADDRESS OF THE

RESIDENT AGENT AND PRINCIPAL OFFICE OF

BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of Booksellers of Fountainhead Plaza, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

3 FED -2 P 1:24

Forell Lah (SEAL)

FILED

Jun 21 GHATTAS#2\LEEASG68.NOT

LENNIC 2. WEAVER, CLERK

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATICK

APPROVED FOR RECORD

193 at 1:24 P.m.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CLERK OF THE CIRCUIT CHIRT DIVISION WASHINGTON COURANTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

Mergi	na	S	urvivin	q		
		(Transfe	ree)		
CODE	AMOUNT	FEE REMITTED				
10			New Name	e)		
20		Organ. & Capitalization				
61		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63 64		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)				
65		Rec. Fee (Dissolution)		Change	of Name	
66		Rec. Fee (Revival)	XXX	XX Change	of Principal	Office
52		Foreign Qualification		Change	of Resident A	gent
50		Cert. of Qual. or Reg.		Change	of Resident A	gent
51		Foreign Name Registration		Address		
13		Certified Copy			tion of Resid	
56		Penalty Sent	-		tion of Resid	
54 53		For. Supplemental Cert. Foreign Resolution			ident Agent's Change	
73		Certificate of Conveyance		001101	orialiyo	
		out the reaction of the reacti				
76		Certificate of Merger/Transfer				
7.0		Creedel Foo				
75 80		Special Fee For. Limited Partnership				
83		Cert. Limited Partnership	C	ODE 045		
84		Amendment to Limited Partnership				
85		Termination of Limited Partnership				
21		Recordation Tax			LARRY FISH	ER
22		State Transfer Tax	A.	TTENTION:_	LARRY FISH	
23 31		Local Transfer Tax Corp. Good Standing				
NA .		Foreign Corp. Registration				
87		Limited Part. Good Standin	q			
71		Financial Financial				
600		Perso	nal			
		Property Reports and	M	AIL TO ADD	RESS:	
70	\$10.00	late filing penalties .				
70 91		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited	Dort -			
99		Art. of Organization (LLC)	rait.			
98		LLC Amend, Diss, Continuation				
97		LLC Cancellation	-	•		
96		Reg. Foreign LLC	_			
94		Foreign LLC Supplemental				
92		Other LLC Good Standing (short)				
		Other	_			
TOTAL						
FEES	\$10.00					
		Check Cash	M	OTE:		

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE

OF

BOOKSELLERS OF FOUNTAINHEAD PLAZA, INC.

FEBRUARY

2, 1993 AT

1:24 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID

s 10.00

D3256773

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED. THAT 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:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE

MD 21202

150C3066340

A 413795

RECORDED IN THE RECORDS OF THE

TAIT DELL

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NOTICE OF CHANGE OF ADDRESS OF THE

RESIDENT AGENT AND PRINCIPAL OFFICE OF

OFFICE SUPPLIERS, INC.

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

December 3, 1992

I, Donald L. Rohr, Secretary of Office Suppliers, Inc. (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

I FURTHER NOTIFY you that the address of Asad M. Ghattas, who is the resident agent of the Corporation, has been changed from 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza, Hagerstown, Maryland 21742.

Donald L. Rohr (SEAL)

FILED

Jun 21 GHATT 02 AH 930 NOT

LENNIC J. WEAVER, CLERK

8Y: ____

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

Merging

(Transferor) _

CODE AMOUNT

FEE REMITTED



00047 00216 QEERMOEATISICARSULT SEHIST and Taxation WASHINGTON COURT CHARTER DIVISION

Room 809 301 West Preston Street

many de como de la com

PAUL B. ANDERSON Administrator	E33	Baltimore, Maryland 21201
DOCUMENT CODE	BUSINESS CODE	COUNTY 71
D0402230	P.A Religious Close	Stock Nonstock

Surviving (Transferee) _

10	Expedited Fee (1	New Name)	
20	Organ. & Capitalization		
61	Rec. Fee (Arts. of Inc.)		
62	Rec. Fee (Amendment)		
	Rec. Fee (Merger, Consol.)		
	Rec. Fee (Transfer)		
	Rec. Fee (Dissolution)	Change of Nam	ne
	Rec. Fee (Revival)	XXXXX Change of Pr	Incinal Office
66		Change of Res	adent Agent
52	Foreign Qualification		
50	Cert. of Qual. or Reg.	Change of Res	sident Agent
51	Foreign Name Registration	Address	S Davidson Amont
13	Certified Copy		of Resident Agent
56	Penalty		of Resident Agent
54	For. Supplemental Cert.		Agent's Address
53	Foreign Resolution	Other Change	3
73	Certificate of Conveyance		
76	Certificate of Merger/Transfer		
75	Special Fee		
	For. Limited Partnership		
	Cert. Limited Partnership	CODE 045	
83	Amendment to Limited Partnership	0002	
84	Termination of Limited Partnership		
85			
21	Recordation Tax	ATTENTION: LARR	Y FISHER
22	State Transfer Tax	ATTENTION:	
23	Local Transfer Tax		
31	Corp. Good Standing		
NA	Foreign Corp. Registration		
87	Limited Part. Good Standin	9	
71	Financial		
600	Perso	nal	
	Property Reports and	MAIL TO ADDRESS:	
	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		
	V 41101		
TOTAL			
FEES \$10.00			

1 Check ____ Cash NOTE:

__ Documents on ____1 __ checks

APPROVED BY: RMC

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE

OF

OFFICE SUPPLIERS, INC.

APPROVED AND RECEIVED FOR RECOR	RD BY THE S	STATE DEPA	RTMENT C	F ASSESSMI	ENTS A	ND TAXATION
OF MARYLAND FEBRUARY	2, 1993	3 AT	1:24	O,CTOCK		P • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.						
				_		
ORGANIZATION AND		RECORDIN				SPECIAL
CAPITALIZATION FEE PAID:		FEE PAID				FEE PAID:
\$	\$		10.00	Appende	\$	
		. <u> </u>				
		D0402	230			
TO THE CLERK OF THE COURT OF		WASHI	NGTON	COUNTY		

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

RETURN TO: MILES & STOCKBRIDGE ATTN: LARRY FISHER 10 LIGHT STREET BALTIMORE

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

MD 21202

15003066339

A 413794



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

NOTICE OF CHANGE OF RESIDENT AGENT

AND ADDRESS OF THE PRINCIPAL OFFICE OF

MARTIN TRUCK CORPORATION

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

December 3, 1992

I, Donald L. Rohr, Secretary of Martin Truck Corporation (the "Corporation"), certify that the Board of Directors of the Corporation adopted the following resolutions by unanimous consent dated December 3, 1992:

RESOLVED: That the address of the principal office of the Corporation is changed from P.O. Box 1976, Hagerstown, Maryland 21740 to 13224 Fountainhead Plaza Hagerstown, Maryland 21742.

RESOLVED: That the resignation of Oliver H. Martin as resident agent is accepted and that Asad M. Ghattas, who is a resident of Maryland and whose post office address is 13224 Fountainhead Plaza, Hagerstown, Maryland 21742, is designated as the resident agent of the Corporation.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I FURTHER CERTIFY that the above resolutions have not been amended or rescinded and are in full force and effect.

Donald L.

FILED

Jun 21a:GMT02\AMAS93.NOT

CENNIC J. WEAVER, CLERK

STATE DEPARTMENT OF A BROOKLANTS NEITAKATICH

APPROVED FOR RECORD

_at 1:24 P.m.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES



00047 00219
Department of Assessments and Taxation CLERK OF THE CHICKLE CORRESPONDIVISION WASHINGTON COUNTY

Room 809

Director PAUL B. ANDERSO Administrator	ис		Baltimore, Maryland 21201
DOCUMENT CODE	BUSINESS	CODE	COUNTY 71
* D0131	4/) P.A Relig	ious Close	Stock Nonstock
Merging		Surviving	
CODE AMOUNT 10 20	Expedited Fee Organ. & Capitalization	(New Name)	
61 62 63 64 65	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change o	f Name
66	Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	XXXXX Change of Change of Change of Address Resignat Designat and Resignat Change of C	f Principal Office f Resident Agent f Resident Agent ion of Resident Agent ion of Resident Agent dent Agent's Address mange
76	Certificate of Merger/Transfer		
75 80 83 84	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership	CODE 045	
85 21 22 23 31	Termination of Limited Partners Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	ship	LARRY FISHER
NA 87 71	Limited Part. Good Star	nding	

MAIL TO ADDRESS:___ Property Reports and __ late filing penalties \$10.00 Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part. 70 91 Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation 99 98 97 Reg. Foreign LLC 96 Foreign LLC Supplemental 94 ____ LLC Good Standing (short) 92 Other_ TOTAL \$10.00

__ Cash

NOTE:

Documents on $\frac{1}{}$ checks

APPROVED BY: RMC

1 Check ____

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
MARTIN TRUCK CORPORATION

APPROVED AND R	RECEIVED FOR RECO	RD B	Y THE S	TATE DEPAR	TMENT O	F ASSESSME	NTS A	ND TAXATION	
OF MARYLAND	FEBRUARY	2,	1993	AT	1:24	O'CLOCK		P • M. AS IN CONFOR	MITY
WITH LAW AND O	RDERED RECORDED								
		-							
ORGANIZATION AND CAPITALIZATION FEE PA				RECORDING FEE PAID:				SPECIAL FEE PAID:	
\$			\$		10.00	_	\$		
				D01314	+17				
TO THE CLERK OF	F THE COURT OF			WASHI	NGTON	YTNUGO			

MAILED

RETURN TO:
MILES & STOCKBRIDGE
ATTN: LARRY FISHER
10 LIGHT STREET
BALTIMORE

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

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

MD 21202

150C3066338

A 413793

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS



GALE FREIGHT FORWARSHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS; AND TAXATION

ARTICLES OF INCORPORATION PROVED FOR RECORD TESTINED

PIRST: I, Edward N. Button, whose address is 4 1 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 referred to as the "Corporation") is Gale Freight Forwarding, Inc.

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

- (1). To act as a freight forwarding, shipping, and freight agent; clearance and custom-house broker; to do any and all things, as agent for or intermediary between shippers and carriers, which may seem calculated to promote their interests or convenience and which this Corporation may lawfully do; 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 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 44 N. Potomac Street, Hagerstown, Maryland 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, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FILE FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred Jun 21 (100), shares of common stock, without par value.

CENNIC J. WEAVER, CLERK

3033660±

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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:

- (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 elected and qualify are: Glenda S. Gale, Alicia R. Gale, and Arnold M. Gale.

SEVENTH: The following provision are hereby are adopted with 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 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 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 TASE OBOT

any objecting stockholder CLERK OF THE CIRCUIT COURT 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 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 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 improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, profit of 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 WASHINGFON COUNTY and these Articles of Incorporation this _______ day of ________, 1993, and I acknowledge the same to be my act.

Edward N. Button

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

a.m.



00047 00225

CLERRATIFIED OF CONDITION TO TAXATION WASHINGTON COUNTYARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

DOCUM	IENT CODE	DZ BUSINESS CO	DE	03	COUNTY	1
#		P.A Religio	us _	Close _	Stock !	Nonstock
Mergi (Tran	ng nsferor) _		Survi (Trans	ving sferee)		
					/	
				· · · · · · · · · · · · · · · · · · ·		
CODE	AMOUNT	FEE REMITTED				
10	-22	Expedited Fee	(New N	Name)		
20 61	BH-	Organ. & Capitalization Rec. Fee (Arts. of Inc.)				
62	000	Rec. Fee (Amendment)				
63		Rec. Fee (Merger, Consol.)				
64		Rec. Fee (Transfer)				
65		Rec. Fee (Dissolution)	_		of Name	
66 52		Rec. Fee (Revival) Foreign Qualification	_		of Principal Offi of Resident Agent	
50		Cert. of Qual. or Reg.	_		of Resident Agent	
51		Foreign Name Registration		Address	_	
13		Certified Copy	_		tion of Resident	
56 54		Penalty For. Supplemental Cert.	_		tion of Resident ident Agent's Ado	
53		Foreign Resolution			Change	
73		Certificate of Conveyance	_			
76		Certificate of Merger/Transfer				
75		Special Fee				
80		For. Limited Partnership				
83	-	Cert. Limited Partnership Amendment to Limited Partnership		CODE		
84 85		Termination of Limited Partnersh				
21		Recordation Tax				
22		State Transfer Tax		ATTENTION:_		
23		Local Transfer Tax				
NA		Corp. Good Standing Foreign Corp. Registration		-		
87		Limited Part. Good Stand	ing			
71		Financial				
600		Property Reports and		MAIL TO ADD	RECC.	
		late filing penalties		MATE TO ADD	1 / 2	1 00
70		Change of P.O., R.A. or R.A.A.		cawara	In. Butto	N, P.C.
91		Amend/Cancellation, For. Limited	d Part.		4 /	0
99 98		Art. of Organization (LLC) LLC Amend, Diss, Continuation		44 MR	7th) Potomas	It.
97		LLC Cancellation		9 .1.	· 1	<u> </u>
96		Reg. Foreign LLC		Suite	104	
94		Foreign LLC Supplemental		Magazit	own, Md. 2	171/0
92		OtherLLC Good Standing (shor		Magerial	own, ma. d	1170
TOTAL	10			v		
FEES	40	_				
		Check Cash		NOTE:		
	Docu	ments on checks				3 0310
	APPROVED	BY: M				

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GALE FREIGHT FORWARDING, INC.

APPROVED AND I	RECEIVED FOR RECO	RD B	Y THE ST	TATE DEPAR	RTMENT O	F ASSESSME	NTS A	ND TAXATION
OF MARYLAND	FEBRUARY	1,	1993	AT	9:52	O.CFOCK		A • M. AS IN CONFORMIT
WITH LAW AND C	DRDERED RECORDED.							
		-						
ORGANIZATION AND CAPITALIZATION FEE PA				RECORDING FEE PAID:	,			SPECIAL FEE PAID:
\$ 20	0.00		s	2	20.00		s	
		_		D2525/	0/			

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

THE STATE DEPARTMENT. LOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



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

150C3066219

A 413716



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

CORPORATION RECORDS

WILLIAM P. YOUNG, JR. E. KENNETH GROVE, JR. MARK D. THOMAS (MD & PA BAR) 00047 00227

CLERK OF THE CIRCUIT COURT MEYERS, YOUNG SWASHINGTONECOLITA.

ATTORNEYS AT LAW

HAGERSTOWN, MARYLAND 21741-1267

SUSAN CAROL ELGIN

THE BRYAN CENTRE
82 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740
TELEPHONE (301) 739-6450
FAX (301) 733-4110

January 28, 1993

Heritage Building Components Attention: Lewis R. Bowers P.O. Box 1252 Hagerstown, MD 21741-1252

Re: Resignation Of William P. Young, Jr., Esquire, as Resident Agent Of Heritage Building Components, Inc.

Our File Re: 92-0258

Dear Mr. Bowers:

Please be advised that this letter represents my formal resignation as Resident Agent of the corporation known as Heritage Building Components. As required by the laws of the State of Maryland regarding corporations and associations, I am forwarding a photocopy of this letter to the State Department of Assessments and Taxation which will be formally filed among their official corporate records.

Very truly yours,

Young

William_

JES/jes

FILED

Jun 21 11 02 AH '93

LENNIC J. WEAVER, CLERK

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1-29-93 at 1:25 P.m.

30328007

THE 1749

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director



Department of Assessments and Taxation CLERK OF THE CIRCULL CONTER DIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

PAUL B. ANDERSON Administrator

APPROVED BY: RMC

DOCUM	ENT CODE _	BUSINESS CODE		COUNTY / L
# <u>D</u>	19886	P.A Religious	Close	Stock Nonstock
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_				1
CODE	AMOUNT	FEE REMITTED		
10 20 61		Organ. & Capitalization		
62 63		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)		
64 65		Rec. Fee (Transfer) Rec. Fee (Dissolution)		ge of Name
66 52		Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.	Chan	ge of Principal Office ge of Resident Agent ge of Resident Agent
50 51 13		Foreign Name Registration Certified Copy	Addre	_
56 54		Penalty For. Supplemental Cert.	Desi	gnation of Resident Agent Resident Agent's Address
53 73		Foreign Resolution Certificate of Conveyance	Othe	er Change
76		Certificate of Merger/Transfer		
75		Special Fee For. Limited Partnership		
80 83 84		Cert. Limited Partnership Amendment to Limited Partnership	CODE	
85 21		Termination of Limited Partnership Recordation Tax		
22		State Transfer Tax Local Transfer Tax	ATTENTIO	N:
31 NA 87		Foreign Corp. Registration Limited Part. Good Standing		
71 600		Financial Persona		21
		Property Reports andlate filing penalties .	MAIL TO	ADDRESS:
70 91	\$10.00	Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Par	t.	ing & strove, o.w
99 98 97		Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation		0 Box 1267
96 94		Reg. Foreign LLC Foreign LLC Supplemental	Mag	malowy Med
92		LLC Good Standing (short) Other		21741-1267
TOTAL				
FEES	\$10.00	Check Cash	NOTE:	
1	Docu	ments onl checks		7492 2041

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

RESIGNATION OF RESIDENT AGENT HERITAGE BUILDING COMPONENTS, INC.

APPROVED AND	RECEIVED FOR R	ECORD B	Y THE S	TATE DE	PARTMENT C	OF ASSESSME	NTS AN	D TAXATION	
OF MARYLAND	JANUARY	29,	1993	AT	1:25	O'CLOCK	P	• M. AS IN C	CONFORMIT
WITH LAW AND	ORDERED RECOR	DED.							
ORGANIZATION AN CAPITALIZATION FEE F				RECOR FEE F				SPECIAL FEE PAID:	
\$			\$		10.00	_	\$		
				D198	8641				
TO THE CLERK O	NE THE COURT OF				INGTON	COUNTY			

IT IS HEREBY CERTIFIED. THAT THE 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 2 5 1993

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

MD 21741 1267



14903066113

A 413470

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

CORPORATION RECORDS 0047 00230 DEPARTMENT OF ASSESSMENTS AND TAXATION CLERK OF THE CIRCUIT COURT APPROVED FOR BEGORD WASHINGTON COUNTY DI-18-93 at ARTICLES OF INCORPORT FIRST: I, Merle K. Rice, whose post office address is 525 W. Northern 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 hereinafter referred to as the "Corporation") is M. C. RICE ENTERPRISES, INC. THIRD: The purposes for which the Corporation is formed are: (1) To engage in the restaurant business, to provide services related to the same, and to engage in any other lawful purpose and/or business. To do anything permitted by Section 2-103 of the

(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 525 W. Northern Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Merle K. Rice, 525 W. Northern 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 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.

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

Jun 21 11 02 AH 93 LENNIS J. WEAVER, CLERK

30288233

7492 3500

MARCO AL

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Merle K. Rice Carol A. Rice

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 7492 2551

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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

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

WITNESS:

Merle K. Rice (SE

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00233

301 West Preston Street Baltimore, Maryland 21201

LERROPAINTECTROPHOSE STREETS and Taxation WASHINGTON COUNT CHARTER DIVISION

A =			Close Stock Nonstock
Mergi Tran	ng sferor) _		iving nsferee)
ODE	AMOUNT	FEE REMITTED	
0		Expedited Fee (New	Name)
0	20	Organ. & Capitalization	
1	20		
2	0	Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
4		Rec. Fee (Transfer)	
5		Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4	-	For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6			
-		Certificate of Merger/Transfer	
5		Special Fee	
5		Special Fee For. Limited Partnership	CODE
5 0 3		Special Fee For. Limited Partnership Cert. Limited Partnership	CODE
5 0 3 4		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership	CODE
5 0 3 4 5		Special Fee For. Limited Partnership Cert. Limited Partnership	CODE
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5 0 3 4 5 1		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax	
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5 0 3 4 5 1 1 2 3		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	
5 0 3 4 5 1 1 2 3 1 1 4 7		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing	
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5 0 3 4 5 5 1 1 2 2 3 1 4 7		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal	ATTENTION:
5 0 3 4 5 5 1 1 2 2 3 1 4 7		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and	MAIL TO ADDRESS:
5 0 3 4 5 1 1 2 2 3 1 1 A 7 1		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties	MAIL TO ADDRESS:
5 0 3 4 5 1 1 2 2 3 1 1 A 7 1		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	MAIL TO ADDRESS:
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5 0 3 4 5 1 1 2 2 3 1 1 A 7 1 1 0 0		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC)	MATY TO ADDRESS:
5 0 3 4 5 1 1 2 3 3 1 1 A 7 1 1 0 0 0		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation	MAIL TO ADDRESS: L. Clair Baker, Jr. P.C. Room 216
5 0 3 4 5 1 2 3 1 1 A 7 1 1 0 0 0		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation	MATY TO ADDRESS:
5 0 3 4 5 1 2 3 1 1 A 7 1 0 0 0 1 9 8 7 6		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation	MAIL TO ADDRESS: L. Clair Baker, Jr. P. Room 216 138 West Washington
5 0 3 4 5 1 2 3 1 A 7 1 0 0 0 1 9 8 7 6 4 2 2		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	MAIL TO ADDRESS: L. Clair Baker, Jr. P. Room 216 138 West Washington
5 0 3 3 4 5 1 2 3 1 1 A 7 1 1 0 0 0 1 9 9 8 8 7 6 6 4 9 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6 7 6		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental	MAIL TO ADDRESS: L. Clair Baker, Jr., P.C. Room 216
5 0 3 4 5 1 1 2 2 3 1 1 4 7 1 1 0 0 0 1 1 9 8 8 7 6 6 7 7 6 7 6 7 7 8 7 8 7 8 7 8 7		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short) Other	MAIL TO ADDRESS: L. Clair Baker, Jr. P. Room 216 138 West Washington
5 0 3 4 5 1 1 2 2 3 1 1 4 7 1 1 0 0		Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership Termination of Limited Partnership Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and late filing penalties Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limited Part Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (short)	MAIL TO ADDRESS: L. Clair Baker, Jr. P. Room 216 138 Dest Washington

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
M. G. RICE ENTERPRISES, 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:

FEE PAID:

SPECIAL PAID

20.00

20.00

\$_____

D3584901

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

1111 25 199

RETURN TO: G.CLAIR BAKER, JR. P.A. 138 WEST WASHINGTON STREET, RM. 216 HAGERSTOWN MD 21742

14903066083

A 413444



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

Tail III

CORPORATION RECORDS

00047 00235

CLERK OF THE CIRCUISTAGE DEPARTMENT OF ASSESSMENTS
WASHINGTON COUNTY AND TAXATION

ARTICLES OF INCORPORATION PROVED FOR RECORDS

126 93at 2:43 5

APPALACHIAN TRACTOR SALES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Aryeh Guttenberg, whose post office address is Commercentre East, Suite 285, 1777 Reisterstown Road, Baltimore, Maryland 21208, 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

APPALACHIAN TRACTOR SALES, INC.

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

- (a) To engage in the sale of tractors and other lawn, garden and farm equipment and to do all things necessary, convenient or incidental to achieve the foregoing.
- (b) 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 paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The address of the principal office of the Corporation in this State is 14901 Uhl Highway, S.E., Cumberland,

Maryland 21502. FILED

FIFTH: The name and address of the resident agent of

Jun 21 the Corporation are William D. Adams, 14901 Uhl Highway, S.E. 2482 2110

CENNIS J. WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 2; and the said r Cumberland, Maryland 21502; said resident agent is a citizen of the State and actually resides therein.

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 shall have one (1) Director which number may be increased, pursuant to the By-Laws of the Corporation (and so long as there are less than three Stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders). William D. Adams shall act as director until the first annual meeting or until a successor is duly elected and qualified.

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, or securities convertible to 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 coard Office County of a particular power of WASHINGTON COUNTY of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference 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 be otherwise provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emotive 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: (a) To the fullest extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, no director or officer of the Corporation shall have any liability to the Corporation or its Stockholders for 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 and proceeding in which liability is asserted.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

(b) The Corporation shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its officers to the same extent as its directors and may do so to such further extent as is consistent with law. The Board of Directors may be Bylaw, resolution or agreement make further provisions for indemnification of directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law.

(c) References to the Maryland General Corporation Law in this Article are to that law as from time to time amended. No amendment to the Charter of the Corporation shall affect any right of any person under this Article based in any event, omission or proceeding prior to the amendment.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 26 rd day January, 1993.

WITNESS:

SEAL)

C:\wp51\articles\appalach.inc

4

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED B

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00239

Department of Assessing nto part Taxation CIERX OF HESSESSING NTO BRIDER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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dergin (Tr <mark>a</mark> ns	ng sf e ror)	(urviving Transfere	e)		
CODE	AMOUNT	FEE REMITTED				
0	-		New Name)			
20	1	Organ. & Capitalization				
1 2	2	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)				
3		Rec. Fee (Merger, Consol.)				
4		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)		Change of	Name	
6		Rec. Fee (Revival)		_	Principal O	
2		Foreign Qualification			Resident Age	
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1		Amend/Cancellation, For. Limited		- ','		
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8 7		LLC Amend, Diss, Continuation LLC Cancellation	_			
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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
APPALACHIAN TRACTOR SALES, INC.

APPROVED AND	RECEIVED FOR RE	CORD E	BY THE S	TATE DEF	PARTMENT O	F ASSESSME	NTS AND TAXATION
OF MARYLAND	JANUARY	26,	1993	AT	2:43	O'CLOCK	P • M. AS IN CONFORM
WITH LAW AND	ORDERED RECORD	ED.					
				_			
ORGANIZATION AN				RECORU			SPECIAL FEE PAID:
\$2	0.00		\$		20.00	-	\$
				D3584	190		
TO THE CLERK (OF THE COURT OF			WASH	INGTON	COUNTY	
IT IS HE	REBY CERTIFIED.	THAT T	HE WITHI	N INSTRU	MENT, TOGE	THER WITH A	ALL INDORSEMENTS THEREON.
BLEN RECEIVED.	APPROVED AND REC	ORDED	BY THE	STATE DE	PARTMENT O	F ASSESSMEN	TS AND TAXATION OF MARYL

MAILED JUN 23 1993

Aryeh Guttenberg, Esq.
Commercentre East
1777 REISTERTOWN RCAD
BALTIMORE

MD 21208



A 413349

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

148C3065990

CORPORATION RECORDS 00047 00241 CLERK OF THE CIRCUIT CECRTE DEPARTMENT OF ASSESSMENTS
WASHINGTON COUNTY
AND TAXATION

ARTICLES OF INCORPORATION ROVED FOR RECORD

93 at

ADAMS & SONS CONSTRUCTION COMPANY, INC.

U Š

THIS IS TO CERTIFY THAT:

The undersigned, Aryeh Guttenberg, whose post FIRST: office address is Commercentre East, Suite 285, 1777 Reisterstown Road, Baltimore, Maryland 21208, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

ADAMS & SONS CONSTRUCTION COMPANY, INC.

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

- To engage in the business of construction, (a) including excavation and construction on water lines and to do all things necessary, convenient or incidental to achieve the foregoing.
- To carry on any and all business, transactions (b) 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 paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The address of the principal office of the Corporation in this State is 14901 Uhl Highway, S.E., Cumberland, Mary and 21502.

Jun 21 11 02 AH "93 CENNIC J. WEAVER, CLERK BY: _

E482 2104

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

FIFTH: The name and address of the resident agent of the Corporation are William D. Adams, 14901 Uhl Highway, S.E., Cumberland, Maryland 21502; and the said resident agent is a citizen of the State and actually resides therein.

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 shall have one (1) Director which number may be increased, 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). William D. Adams shall act as director until the first annual meeting or until a successor is duly elected and qualified.

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, or securities convertible to 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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

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 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 be otherwise provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emotive 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: (a) To the fullest extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, no director or officer of the Corporation shall have any liability to the Corporation or its Stockholders for 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

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

or officer at the time of and proceeding in which liability is asserted.

(b) The Corporation shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its officers to the same extent as its directors and may do so to such further extent as is consistent with law. The Board of Directors may be Bylaw, resolution or agreement make further provisions for indemnification of directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law.

(c) References to the Maryland General Corporation Law in this Article are to that law as from time to time amended. No amendment to the Charter of the Corporation shall affect any right of any person under this Article based in any event, omission or proceeding prior to the amendment.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act this 26° day January, 1993.

WITNESS:

c:\wp51\articles\adams.inc

Temp Tunder

Aryeh Guttenberg

,

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



and Taxation RTER DIVISION

00245

Room 809 301 West Preston Street Baltimore, Maryland 21201

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DOCUMENT CODE BUSINESS CODE COUNTY P.A. Stock _ ____ Religious Close Nonstock Surviving Merging (Transferor) (Transferee) _ CODE **AMOUNT** FEE REMITTED 10 Expedited Fee (New Name)____ 20 Organ. & Capitalization 61 Rec. Fee (Arts. of Inc.) 62 Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) 63 Rec. Fee (Transfer) 64 Rec. Fee (Dissolution) 65 Change of Name Rec. Fee (Revival) Change of Principal Office 66 Foreign Qualification Change of Resident Agent 52 Cert. of Qual. or Reg. Change of Resident Agent 50 Foreign Name Registration Address 51 13 Certified Copy __ Resignation of Resident Agent Penalty Designation of Resident Agent 56 and Resident Agent's Address For. Supplemental Cert. 54 Foreign Resolution Other Change 53 Certificate of Conveyance 73 76 Certificate of Merger/Transfer 75 Special Fee For. Limited Partnership 80 83 Cert. Limited Partnership CODE Amendment to Limited Partnership 84 Termination of Limited Partnership 85 21 Recordation Tax 22 State Transfer Tax Local Transfer Tax 23 Corp. Good Standing 31 Foreign Corp. Registration NA _ Limited Part. Good Standing 87 71 Financial Personal 600 MAIL TO ADDRESS: Comm Property Reports and _ late filing penalties 70 Change of P.O., R.A. or R.A.A. 91 Amend/Cancellation, For. Limited Part. Art. of Organization (LLC) 99 LLC Amend, Diss, Continuation 98 LLC Cancellation 97 Reg. Foreign LLC 96 Foreign LLC Supplemental 94 _ LLC Good Standing (short) 92 Other TOTAL FEES Check 2482 2108 Cash NOTE:

checks Documents an APPROVED BY:

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION OF ADAMS & SONS CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RE	CORD E	BY THE S	TATE DI	EPARTMENT (OF ASSESSM	ENTS A	ND TAXATION
OF MARYLAND JANUARY	26,	1993	AT	2:43	O.CFOCK		P • M. AS IN CONFORM
WITH LAW AND ORDERED RECORD	ED.						
OBC ANITATION AND			2.83				
ORGANIZATION AND CAPITALIZATION FEE PAID:			RECOR FEE I				SPECIAL FEE PAID:
\$20•00		\$		20.00	- 1	\$	
			D358	4182			
TO THE CLERK OF THE COURT OF			WASH	INGTON (COUNTY		
IT IS HEREBY CERTIFIED.	THAT TH	IE WITHE	N INSTRI	LMENT, TOGE	THER WITH	ALL IN	DORSEMENTS THEREON.

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



RETURN TO: Aryeh Guttenberg, Esq. Commecentre East, Ste. 285 1777 Reisterstown Road Baltimore, MD. 21208

14803065989

A 413348

RECORDED IN THE RECORDS OF THE MARYLAND MARINE

T452 210°

STATE DEPARTMENT OF ASSESSMENTS

FIRST: The undersigned, being all at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland:

Artie L. Rosati 12728 Martin Road Smithsburg, Maryland 21783

Eileen Conklin 12728 Martin Road Smithsburg, Maryland 21783

SECOND: The name of the Corporation (hereinafter called "corporation") is Rosati Designer Originals, Inc. (A Close Corporation).

THIRD: The purpose for which the corporation is formed is:

- 1. To design patterns for and sew, stitch and otherwise manufacture leather handbags and other leather fashion accessories for resale, both wholesale and retail and to conduct all activities related thereto.
- 2. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee or otherwise, either alone or in company with others.
 - 3. To have, use, alter, or abandon a corporate seal.
- 4. To transact its business, carry on its operations, and exercise the powers granted by this article in any state, territory, district, and possession of the United States and in any foreign country.
- 5. To make contracts and guarantees, incur liabilities and borrow money.
- 6. To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets.
- 7. To issue bonds, notes, and other obligations and secure them by mortgage or deed of trust of any or all of its assets. 30282035
- 8. To acquire by purchase or in any other manner, and take, receive, own, hold, use, employ, improve, and otherwise deal with any interest in real or personal property, wherever located.
- 9. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock and other interests in and

Jun 21 11 02 AM 93

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LENNIC J. WEAVER, CLERK
BY: ____

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

obligations of other Maryland and foreign corporations, associations, partnerships, and individuals.

- 10. To invest its surplus funds, lend money from time to time in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes specified in its charter, and take and hold real and personal property as security for the payment of funds so invested or loaned.
- 11. To elect its officers and appoint its agents, define their duties, determine their compensation, and adopt and carry into effect employee and officer benefit plans.
- 12. To adopt, alter, and repeal bylaws not inconsistent with law or its charter for the regulation and management of its affairs.
- 13. To exercise generally the powers set forth in its charter and those granted by law.
- 14. To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its charter.

FOURTH: The post office address of the principal office of the corporation in Maryland is 12728 Martin Road,
Smithsburg, Maryland 21783. The name and post office address of the resident agent of the corporation is: Artie L. Rosati,
12728 Martin Road, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has the authority to issue is 1,000 shares of common voting stock, all of one class, and having no par value.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the corporation, but which shall never be less than two. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Artie L. Rosati 12728 Martin Road Smithsburg, Maryland 21783

Eileen Conklin 12728 Martin Road Smithsburg, Maryland 21783

P.A.

-0548

SEVENTH: The duration of the corporation shall be perpetual.

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

majority of the stockholders holding stock entitled to vote, 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, and issue Articles supplementary. Such actions shall not be inconsistent with the Close Corporation laws of the State of Maryland for as long as the corporation is operating as a Close Corporation.

NINTH: The pre-emptive right of a shareholder to acquire additional shares of the corporation shall be contingent upon such terms and conditions as shall be approved by the holders of two-thirds of its shares entitled to vote or by its board of directors pursuant to like approval of the shareholders. Such actions shall not be inconsistent with the Close Corporation laws of the State of Maryland for as long as the corporation is operating as a Close Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledged the same to be our act on this 25 Hday of fully 1993.

WITNERS:

Artie L. Rosati, Incorporator

Eleen Conkle

Eileen Conklin

Sauser and Blair, P.A. ATTORNEYS AT LAW 3809 Jefferson Pike P.O. Box 548 Jefferson, MD 21755-0548 301-473-4427 FAX 301-473-4425

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



00047 00250

Department of Assessments and Taxation CLERK OF THE CIRCUITARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

3482 0117

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2	6.6	Rec. Fee (Amendment)				
3		Rec. Fee (Merger, Consol.)				
4 5		Rec. Fee (Transfer) Rec. Fee (Dissolution)		05-22-2	of Name	
6		Rec. Fee (Dissolution)			of Name of Principal	Office
2		Foreign Qualification			e of Resident A	
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		Foreign Name Registration		Addres		301.0
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}		Foreign Resolution		Other	Change	
3	-	Certificate of Conveyance				
6		Certificate of Merger/Transfer				
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		Special Fee				
)		For. Limited Partnership				
		Cert. Limited Partnership		CODE		
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Documents on

APPROVED BY;

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ROSATI DESIGNER ORIGINALS, INC.

APPROVED AND	RECEIVED FOR R	ECORD B	Y THE STATE D	DEPARTMENT O	OF ASSESSMI	ENTS A	AND TAXATION
OF MARYLAND	JANUARY	27,	1993 AT	11:50	O'CLOCK		A • M. AS IN CONFORMITY
WITH LAW AND O	ORDERED RECORI	DED.					
ORGANIZATION AND				DRDING : PAID:			SPECIAL FEE PAID:
\$2	0.00		\$	20.00		\$	
			D35	583721			
TO THE CLERK OF THE COURT OF			WASHINGTON COUNTY				

IT IS HEREBY CERTIFIED. THAT THE 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 2 5 1993

RETURN TO:
WILLIAM E. SAUSER, ATTORNEY
3809 JEFFERSON PIKE, P.O BOX 548
JEFFERSON MD 21755

147C3065902

A 413260

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS



CORPORATION RECORDS

00047 00252

CLERK OF THE CIRCUIT COURT OF ASSESSMENTS
STATE DEPARTMENT OF ASSESSMENTS
AND TAXABLUM

1-21-92 at 9:10 A.m.

9

ARTICLES OF INCORPORATION

Marconi Corporation

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

 $\underline{\mathtt{SECOND}}\colon$ The name of the corporation is Marconi Corporation (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of construction of structures and providing general construction services and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 13601 Paradise Church Road, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation are Paul A. Perini, 13601 Paradise Church Road, Hagerstown, Maryland 21742.

FIFTH: The total number of shares of capital stock which

FILTH Corporation has authority to issue is One Hundred Thousand

(100,000), all of one class called Common Stock. The par value

JUN 21 11 03 AH '93

R481 2840

EENNIC J. WEAVER, CLERK

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is Paul A. Perini.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 18 12 day of January, 1993.

WITNESS:

William McC Schild

3481 2841

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON



Department of Assessments and Taxation CLERK OF THE CIRCULT AND THE DIVISION WASHINGTON COUNTY

Room 809 301 West Preston Street Baltimore, Maryland 21201

Administrator

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rans	sferor) _		(Tran	nsferee)
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		Rec. Fee (Amendment)		
		Rec. Fee (Merger, Consol.)		
		Rec. Fee (Transfer)		
		Rec. Fee (Dissolution)		Change of Name
		Rec. Fee (Revival)	_	Change of Principal Office
		Foreign Qualification		Change of Resident Agent
		Cert. of Qual. or Reg.	_	Change of Resident Agent
		Foreign Name Registration	_	Address
		Certified Copy		Resignation of Resident Agent
		Penalty		Designation of Resident Agent
		For. Supplemental Cert.	_	and Resident Agent's Address
		Foreign Resolution		Other Change
		Certificate of Conveyance	_	
		Certificate of Merger/Transfer	-	
		Special Fee	-	
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		LLC Cancellation		
		Reg. Foreign LLC		Washington Street
		Foreign LLC Supplemental		
		LLC Good Standing (sho	ort)	Hagers Jown, Maryland
		Other		21740 Ste 200
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S	10			
		Check Cas	sh	NOTE:
	Desir			3481 2841

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Documents on

APPROVED BY:

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MARCONI CORPORATION

		21, 1993 AT		O'CLOCK	A • M. AS IN CONFORMIT
	AND ORDERED RECOR	DED.			
ORGANIZAT CAPITALIZATIO			ECORDING FEE PAID:		SPECIAL FEE PAID:
s	20.00	\$	20.00	\$	
		D3	3 5833 58		

MAILED JUN 2 5 1993

RETURN TO:
WILLIAM SCHILDT
138 WEST WASHINGTON ST., STE. 200
HAGERSTOWN MD 21740

WASHINGTON COUNTY

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

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

14703065865

A 413223



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Edel Bees

CORPORATION RECORDS

00047 00256 STATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF INCORPORATIONS FOR A LONG NSTOCK CORPORATION

APPROVED FOR RECORD

(See instructions on reverse side 1 - 25 - 93 at 9:324. m.

	7 01	eat
FIRST: The undersigned Angela Souders and	Kathy Harbaugh	
whose address is 303 S. Mont Valla Ave.,	Hagerstown, MD 21740	and 17432
Garden View Rd., Hag., MD 21740, be under the laws of the State of Maryland.	ring at least eighteen years of age, do(e	es) hereby form a corporation
SECOND: The name of the corporation is _Fantasy a	nd Adventure Society o	f Hagerstown, Inc
THIRD: The purposes for which the corporation is formed a	re as follows: This organiza	tion was formed
specifically for the purpose of ass	embling a cultural and	social multi-
media event.		
		5
FOURTH: The post office address of the principal office of t	he corporation in Maryland is	25
303 S. Mont. Valla Ave., Hagersto	wn, MD 21740	3 11
		8
FIFTH: The name and post office address of the resident age	ent of the corporation in Maryland are	8309
Angela Souders 303 S. Mont Valla,	Hagerstown, MD 21740	
SIXTH: The corporation has no authority to issue capital stoo	:k.	,
SEVENTH: The number of directors of the corporation shall be to the bylaws of the corporation. The name(s) of the director duly chosen and qualified is/are <u>Angela Souders</u> ,	(s) who shall act until the first meeting	or until their successors are
Lorrie Daniel, Dan Steenburg, and H		
EIGHTH: "See Attached"		
NINTH: IN WITNESS WHEREOF, I have signed these Articles	and acknowledge the same to be my	act.
RETURN TO:	SIGNATURE(S)	
Conquest I c/o F.A.S.H. Inc.	angela M.	fouders
P.O. Box 1007	Contract of the	
Hagerstown MD 21740 ATS-115		3481 1807
LENNIC J. WEAVER CLEDY		
TO V. BILLIAM SECOL		

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 21201-2392

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.

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.

Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," SECOND:

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

your attorney.

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

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

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

This is the name and address of an agent designated to accept service of process if the corpora-FIFTH:

tion is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as

its own resident agent.

SIXTH: None

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

Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appro-EIGHTH:

priate place for language required by the Internal Revenue Service. If more space is required,

type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. it must be the original (no xerox, stamp or

carbon) signatures of all the people listed in First and no one else may sign here. No witness or

notary is required.

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

FEES

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

TELEPHONE/(410) 225-1340 TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451 FAX (301) 333-7096

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

Under section 501(c)(3), Scientific organizations, we as Fantasy and Adventure Society of Hagerstown Inc. will be aiding the community or geographic area by attracting new commerce into the community or area.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



00047 00259

Department of Assessments and Taxation CLERK OF THE CHARTER DIVISION WASHINGTON CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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)		Expedited Fee	(New N	lame)		
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1	20	Rec. Fee (Arts. of Inc.)				
2		Rec. Fee (Amendment)				
3		Rec. Fee (Merger, Consol.)				
4		Rec. Fee (Transfer)		01		
5		Rec. Fee (Dissolution)	_	Change		fice
6		Rec. Fee (Revival)	_		of Principal Off of Resident Ager	
2		Foreign Qualification Cert. of Qual. or Reg.	_		of Resident Ager of Resident Ager	
1		Foreign Name Registration	_	Address		
3		Certified Copy			tion of Resident	Agent
5		Penalty			tion of Resident	
4		For. Supplemental Cert.			ident Agent's Ad	
3		Foreign Resolution	_	Other	Change	
3		Certificate of Conveyance				
5		Certificate of Merger/Transfer				
5		Special Fee				
0		For. Limited Partnership				
3		Cert. Limited Partnership		CODE		
4		Amendment to Limited Partnership				
5		Termination of Limited Partnershi	P			
1		Recordation Tax				
2		State Transfer Tax		ATTENTION:_		>
3		Local Transfer Tax				
1		Corp. Good Standing				
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		late filing penalties .		0 1	-	
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CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

FANTASY AND ADVENTURE SOCIETY OF HAGERSTOWN,
INC.

APPROVED AND RECEIVED FOR REC	CORD	BY THE S	TATE DI	EPARTMENT (OF ASSESSM	ENTS AN	D TAXATION
OF MARYLAND JANUARY	25,	1993	AT	8:32	O'CLOCK	A	M. AS IN CONFORMIT
WITH LAW AND ORDERED RECORDS	ED.						
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:				SPECIAL FEE PAID:		
\$20.00		\$		20.00		\$	
			D358	2764			
TO THE CLERK OF THE COURT OF				INGTON	COUNTY		
IT IS HEREBY CERTIFIED. T	HAT T	HE WITH	INSTR	UMENT, TOGE	ETHER WITH	ALL IND	ORSEMENTS THEREON, HA

RETURN TO: CONQUEST I P.O. BOX 1007 HAGERSTOWN

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

MD 21740

OF ASSESSMENT OF ATTS

A 413156

146C3065779

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

TARE 1005

