

AUG 23 1989

STATE OF MARYLAND
State Department of Assessments and Taxation

DOUGLAS R. THOMAS, ESQ.
THOMAS, PEARLSTEIN, ESSEX, P.C.
10762 BALTIMORE AVE.
BELTSVILLE MD 20705

034C3031512

THE ARTICLES OF INCORPORATION
OF
WILLIS CONCRETE CONSTRUCTION, INC.

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION THIS 14TH DAY OF AUGUST, 1989, AT 9:37 A.M.
AND WILL BE RECORDED.

DEAN W. KITCHEN
CORPORATE ADMINISTRATOR
By:.....

<u>FEE PAID</u>	<u>AMOUNT</u>
ORGANIZATION AND CAPITALIZATION FEE	22.00
RECORDING FEE	20.00

TOTAL - \$42.00

THE ACCOUNT NUMBER WITH THIS OFFICE IS 02849026

301 West Preston Street, Baltimore, Maryland 21201 / Phone: 226-1340

0097 FOLIO 730

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

FEB 20 1990 APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION at 9:31A

WILLIS CONCRETE CONSTRUCTION, INC.

THIS IS TO CERTIFY:

FIRST: That the subscriber, Barry W. Willis, does hereby declare intention of forming a close corporation under Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. Said incorporator being an adult over eighteen (18) years of age.

SECOND: The corporation name is WILLIS CONCRETE CONSTRUCTION, INC. (hereinafter referred to as the "Corporation").

THIRD: The purpose or purposes for which the Corporation is organized are:

(a) To carry on and conduct a business specializing in commercial, residential and industrial concrete construction, paving and other related matters.

(b) To engage in any business, allied or kindred or associated with any of the principal objects of the Corporation.

(c) To acquire, by purchase, lease or otherwise, own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of, real property or any interest or right therein, wherever situated, within or without the State of Maryland.

(d) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.

(e) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign, or otherwise dispose of, or in any manner dealing with and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

(f) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation: to pay for the same in cash, the stock of the Corporation, bonds or otherwise; to vote in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient to and about the conduct and management of such business.

(g) To guarantee, purchase, or otherwise acquire, hold, sell, assign,

Law Offices of THOMAS, PEARLSTEIN & ESSEX, P.C. 10762 Baltimore Avenue Beltsville, Maryland 20705 (301) 937-4250

P

transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other such evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to the same extent as a natural person might or could do.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

(i) To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments, and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation at this time owned or thereafter acquired.

(j) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, or in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property without limit as to amount.

(k) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(l) To purchase, hold and reissue any of the shares of its capital stock pursuant to the provisions of the General Laws of the State of Maryland.

(m) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contract and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at anytime may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(n) The foregoing enumeration of the purposes, powers, object and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland and the mention of any particular purpose, power, object or business is not intended in any manner to limit or restrict any of the purposes, powers, objects or business of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FOURTH: The Post Office address at which the principal office of the Corporation in this State shall be located will be 8778 Tamar Drive, Columbia,

Howard County, Maryland, 21045. The resident agent of the Corporation is Barry W. Willis, whose Post Office address is 8778 Tamar Drive, Columbia Maryland, 21045, said resident being a citizen of the State of Maryland who actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Five Thousand (5,000) shares of common stock having a par value of Ten Cents (\$.10) each.

SIXTH: The number of officers of the Corporation shall be four (4): They shall be the President, the Vice President, the Secretary and the Treasurer.

SEVENTH: The number of directors of the Corporation shall be two (2): Which number may be increased pursuant to the by-laws of the Corporation, but shall not be less than one (1) if there is no capital stock outstanding; or if there is capital stock outstanding, all of which is owned by less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of such stockholders; and following are the names of the directors who shall act until the first annual meeting and their successor is duly elected and qualified or until their earlier resignation, removal from office or death:

Barry W. Willis

Julie L. Willis

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, as Subscriber to these Articles of Incorporation, acknowledge, on the ___ day of August, 1989, under the penalty of perjury, that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of my knowledge, information and belief, and that the execution of these Articles of Incorporation is my act and deed.

Barry W. Willis
Barry W. Willis
Incorporator

Prepared by:
Paul B. Essex
Paul B. Essex
Attorney At Law

Law Offices of
THOMAS, PEARLSTEIN & ESSEX, P.C.
10762 Baltimore Avenue
Beltsville, Maryland 20705
(301) 937-4250

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of _____

WILLIS CONCRETE CONSTRUCTION INC.

(Name of Entity)

organized under the laws of **MARYLAND**, passed the following resolution:
(State)

[CHECK APPLICABLE BOX(ES)]

The principal office is changed from: (old address)

8778 TAMAR DRIVE

COLUMBIA, MARYLAND 21045

to: (new address)

10917 GUILFORD ROAD

ANNAPOLIS JUNCTION, MARYLAND 20701

The name and address of the resident agent is changed from:

CUST ID: 0001973501
WORK ORDER: 0001416539
DATE: 06-04-2007 04:19 PM
AMT. PAID: \$25.00

to:

I certify under penalties of perjury the foregoing is true.

Julie S. Willis
Secretary or Assistant Secretary
General Partner
Authorized Person

I hereby consent to my designation in this document as resident agent for this entity.

SIGNED *J. Willis*
Resident Agent

WILLIS CONCRETE CONSTRUCTION, INC.

A CLOSE CORPORATION

STOCKHOLDERS AGREEMENT

THIS STOCKHOLDERS AGREEMENT (this "Agreement") is made and executed as of the 14th day of August, 1989, by and among WILLIS CONCRETE CONSTRUCTION, INC., a Maryland close corporation (the "Corporation"), JULIE L. WILLIS ("Julie") and BARRY W. WILLIS ("Barry" and, with Julie, sometimes hereinafter referred to individually as a "Stockholder" or collectively as the "Stockholders").

WHEREAS, the Corporation has authorized five thousand (5,000) shares of capital stock with par value equal to Ten Cents (\$.10) per share as shown below (the "Shares"), of which one hundred (100) shares are now issued, outstanding and owned as follows:

<u>Stockholder</u>	<u>Number of Shares</u>
Julie L. Willis	51
Barry W. Willis	49

WHEREAS, the Corporation and the Stockholders desire to assure continuity and to perpetuate harmony in the Corporation's management, policies and operations; and

WHEREAS, the Stockholders desire to maintain ownership and control of the Corporation among themselves for the purposes of insuring continuity of management among themselves; and

WHEREAS, the Stockholders and the Corporation deem it in their best interests to impose certain restrictions and obligations on themselves in order to effectuate the foregoing purposes.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, it is agreed as follows:

1. RECITALS. The foregoing recitals and statements are made a substantive part of this Agreement. This Agreement shall supersede and render null and void any and all prior agreements, written or oral, express or implied, between the Corporation and any Stockholders regarding disposition of the matters set forth herein.

2. MANAGEMENT OF THE CORPORATION.

2.1. Each of the Stockholders agrees to vote all of his/her Shares of the Corporation stock owned or held of record by him so as to elect and to continue in office the following persons to the offices set forth beside their respective names: