

STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE, MARYLAND 21201

2-5015
A 10730

You are advised that the ARTICLES OF INCORPORATION
OF
EBERT ENTERPRISES, INC.

have been received and approved by the STATE DEPARTMENT OF ASSESSMENTS AND
TAXATION OF MARYLAND this 6th day of February 1967, at 8:30 A.M.
and will be recorded.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

by Thelma Yezzer

25111

OF

EBERT ENTERPRISES, INC.

FIRST: We, the undersigned, W. HAMILTON WHITEFORD and J. RICHARD O'CONNELL, the post office address of each of whom is 8th Floor, Sun Life Building, Charles Center, Baltimore, Maryland 21201, and JOHN A. EBERT, JR., the post office address of whom is 7307 Harford Road, Baltimore, Maryland 21234, do here 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:

EBERT ENTERPRISES, INC.

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

(a) To acquire, by purchase, lease, or otherwise, land and buildings, and to own, hold, improve, develop and manage any real estate so acquired.

(b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of any and all forms of personalty, whether tangible or intangible, and any and all forms of real property or any interest therein; to perform any and all forms of services permissible to be performed by a Maryland corporation; and to engage in any and all forms of businesses, directly

or as agent, broker, subcontractor, or otherwise; to engage in any and all forms of businesses within or without the United States; and to maintain offices for any purposes whatsoever anywhere in the world.

(c) To exercise any and all powers afforded stock corporations by the provisions of Article 23 of the Public General Laws of Maryland as now constituted, and from time to time hereinafter amended.

The foregoing enumeration is intended and hereby declared to be an enumeration of the purposes, objects, and business of the Corporation, 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 shall be 8th Floor, Sun Life Building, Charles Center, Baltimore, Maryland 21201. The Resident Agent of the Corporation shall be John A. Ebert, Jr., whose post office address is 7307 Harford Road, Baltimore, Maryland 21234. The said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) a share, all

of one class and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) Directors and W. Hamilton Whiteford, J. Richard O'Connell and John A. Ebert, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are personally or otherwise interested in or are directors or officers of such other corporation; and directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be

disclosed or shall have been in fact 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 its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of the shares of the stock of the Corporation or any of its bonds and other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors may deem expedient.

(d) The Board of Directors shall have powers subject to any limitations or restrictions herein set forth or

imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuance of such shares the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and places of redemption, and the conversion rights of such shares.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of February, 1967.

W. Hamilton Whiteford (SEAL)
W. Hamilton Whiteford

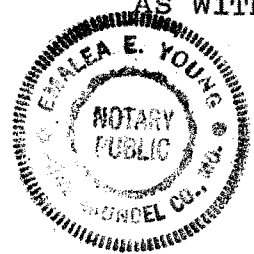
J. Richard O'Connell (SEAL)
J. Richard O'Connell

John A. Ebert, Jr. (SEAL)
John A. Ebert, Jr.

STATE OF MARYLAND: CITY OF BALTIMORE: TO WIT:

I HEREBY CERTIFY, That on this 2nd day of February, ~~1967~~, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared W. HAMILTON WHITEFORD, J. RICHARD O'CONNELL and JOHN A. EBERT, JR., and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS my hand and Notarial Seal.



Emma E. Young
Notary Public