

# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) West View Shores Environ

Preservation Association, Inc.

D06519538



1000361997010438

ID # D00291930 ACK # 1000361997010438  
PAGES: 0006  
WEST VIEW SHORES CIVIC ASSOCIATION, INC

Surviving (Transferee) West View Shores Civic

Association, Inc.

D00291930

09/30/2008 AT 10:02 A WO # 0001632213

New Name \_\_\_\_\_

### FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	_____
Expedite Fee:	<u>50</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies:	_____
Copy Fee:	_____
Certificates:	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____

TOTAL FEES: 150

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

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s)

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

1 + Conversion Documents on 1 Checks

Approved By: 10

Keyed By: \_\_\_\_\_

COMMENT(S):

Code \_\_\_\_\_

Attention: Heide-Lore Rowan, Sec.

Mail: Name and Address

West View Shores Civic Assoc.

18 Short Road

Earleville MD 21919

Stamp Work Order and Customer Number HERE

CUST ID: 0002189175  
WORK ORDER: 0001632213  
DATE: 09-30-2008 09:57 AM  
AMT. PAID: \$150.00

WEST VIEW SHORES ENVIRONMENTAL PRESERVATION ASSOCIATION, INC.

WEST VIEW SHORES CIVIC ASSOCIATION, INC.

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, date this 21 day of June, 1987, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Article of Merger are West View Shores Environmental Preservation Association, Inc., a Maryland corporation, (hereinafter referred to as "WVSEPA"), and West View Shores Civic Association, Inc., a Maryland corporation, (hereinafter referred to as "WVSCA").

THIRD: WVSCA shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal offices of both corporations in the State of Maryland are located in Cecil County. WVSEPA owns property in Cecil County, Maryland, the title which could be affected by the recording of an instrument among the land records.

FIFTH: The board of directors of WVSEPA on June 21, 1986, by majority vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on June 21, 1986. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on June 21, 1986, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of WVSEPA and the laws of the State of Maryland.

SIXTH: The board of directors of WVSCA on June 21, 1986, by majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing

CUST ID:0002189175  
WORK ORDER:0001632213  
DATE:09-30-2008 09:57 AM  
AMT. PAID:\$150.00

their submission to a special meeting of stockholders held on 1986. A Notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on , 1986, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the stockholders, as required by the Charter of WVSCA and the laws of the State of Maryland.

SEVENTH: [ Intentionally left blank ]

EIGHTH: WVSEPA has authority to issue shares of one class of stock, namely one hundred fifty (150) shares of Common Stock with par value of \$600.00 per share.

NINTH: WVSCA has authority to issue captial stock.

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other considerations and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of WVSEPA Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of WVSEPA Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into 100 percent (100%) of one share of WVSCA Common Stock.

(c) No share or fractional share certificates of WVSCA in excess of one share per shareholder shall be issued as a result of the merger transaction described hereinabove; but in lieu of each share or fractional share certificate of WVSEPA stock, in excess of one share held by and individual stockholder, said stockholder shall receive cash therefore prorated on a basis of \$600.00 per share. It being the intent that the ownership of stock in the Successor be limited to one share per stockholder.

(d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing WVSEPA Common Stock shall surrender

the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate representing one share of WVSCA Common Stock into which the WVSEPA Common Stock represented by the certificate so surrendered shall have been converted or exchanged by the provisions hereof, and cash for any shares or fraction in excess of one share, as aforesaid.

If any holder of an outstanding certificate or certificates representing WVSEPA Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as WVSCA Corporation shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of WVSEPA, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing WVSEPA Common Stock.

ELEVENTH: Upon the Effective Date: June 1, 1987

(a) the assets and liabilities of WVSEPA shall be taken upon the books of the Successor at the amount at which they shall at that time be carried on the books of WVSEPA, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of WVSEPA and all property, real, personal and mixed, and all debts due to WVSEPA on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of WVSEPA, and all debts, liabilities, obligations and duties of WVSEPA shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of WVSEPA, except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by WVSEPA and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation, as required by the laws of the State of Maryland, or on the

date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, West View Shore Environmental Preservation Association, Inc. and West View Shores Civic Association, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 10 day of July, 1987.

ATTEST:

Margaret A. Foley  
Secretary

WEST VIEW SHORES ENVIRONMENTAL  
PRESERVATION ASSOCIATION, INC.

BY: Frank B. Cross  
President

ATTEST:

Margaret A. Foley  
Secretary

WEST VIEW SHORES CIVIC  
ASSOCIATION, INC.

BY: Frank B. Cross  
President

THE UNDERSIGNED, President of West View Shores Environmental Preservation Association, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Frank B. Cross  
President

THE UNDERSIGNED, President of West View Shores Civic Association, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Frank B. Cross  
President

150 SHARES

Complete Copy

EXHIBIT A  
OF  
THE ARTICLES OF INCORPORATION OF  
WEST VIEW SHORES ENVIRONMENTAL PRESERVATION ASSOCIATION, INC.  
AND  
WEST VIEW SHORES CIVIC ASSOCIATION, INC.

The Articles of Incorporation of West View Shores Civic Association, Inc. the Successor corporation are hereby amended by deleting therefrom in its entirety Article Fifth, and by substituting in lieu thereof the following new Article Fifth:

"FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Fifty (150) shares of common voting stock, all shares of stock of the par value of Six Hundred (\$600.00) Dollars each. The aggregate par value of all shares of stock is Ninety Thousand (\$90,000.00) Dollars. Each share of common voting stock shall entitle the holder thereof to One (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation, and the Corporation shall not be operated for profit."