

TAXATION

APPROVED FOR RECORD

6/22/98 at 10:18 a.m.

SLC NATIONAL ADVERTISING FUND, INC.
(a non-stock corporation)

ASSESS & TAX

98 JUN 22 10:18

RECEIVED

ARTICLES OF AMENDMENT AND RESTATEMENT

SLC NATIONAL ADVERTISING FUND, INC., a Maryland non-stock corporation (hereinafter the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend its Charter as currently in effect and to restate the Charter as so amended in its entirety. The provisions set forth in these Articles of Amendment and Restatement are all of the provisions of the Charter of the Corporation currently in effect and as hereinafter amended.

SECOND: The Charter of the Corporation is hereby amended by striking each of the Articles of the existing Charter of the Corporation and by substituting the following therefor:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

SLC National Advertising Fund, Inc.

SECOND: (a) The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are to own, operate, control, and administer a pooled advertising fund for the benefit of Sylvan Learning Systems, Inc. and its Sylvan Learning Center franchisees; to develop, and implement national advertising, marketing and promotional programs and campaigns consistent with the purposes of the fund; and to conduct and engage in all other lawful trades, businesses, and activities consistent with the status of the Corporation as a nonprofit corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of the charter of the Corporation, and each shall be construed as a power as well as a purpose and object of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

THIRD: The address of the principal office of the Corporation in this State is 1000 Lancaster Street, Baltimore, Maryland 21202.

FOURTH: The name and address of the resident agent of the Corporation in this State are B. Lee McGee, c/o Sylvan Learning Systems, Inc., 1000 Lancaster Street, Baltimore, Maryland 21202. Said resident agent is a citizen of the State of Maryland and actually resides in this State.

81748161

81748160

81748162

ACKN. NO. - 245C3112345
SLC NATIONAL ADVERTISING FUND,
C.

06/22/98 AT 10:18 A.M.

FIFTH: The Corporation is not authorized to issue capital stock.

SIXTH: The Corporation shall have two (2) members. The members of the Corporation shall be Sylvan Learning Systems, Inc. and SLC Franchise Owners Association, Inc.

SEVENTH: (a) The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its members, directors, officers, or to any other person, including Sylvan Learning Systems, Inc. and its Sylvan Learning Center franchisees, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof.

(2) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the existing liabilities of the Corporation, expend and dispose of any and all remaining funds and assets of the Corporation in furtherance of the purposes of set forth in Article SECOND hereof until such funds are depleted. No part of such remaining funds or assets shall revert to or inure to the benefit of or be distributable to any of its members, directors, officers, or to any other person, including Sylvan Learning Systems, Inc. and its Sylvan Learning Center franchisees, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article SECOND hereof.

(3) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification

0481956

provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(4). To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

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

EIGHTH: The duration of the Corporation shall be perpetual.

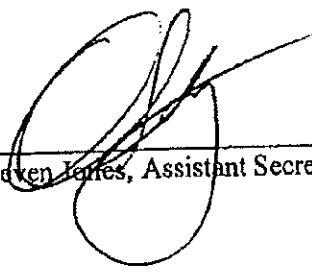
THIRD: This amendment to and restatement of the Corporation's Charter has been duly approved and adopted by the unanimous written consent of all the directors of the Corporation pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland. Under the Charter of the Corporation as currently in effect, the directors also constitute the members of the corporation.

[The remainder of this page is intentionally left blank.]

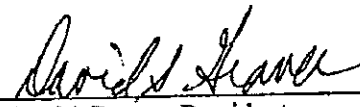
IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Assistant Secretary as of the 14 day of May, 1998. Each of the undersigned officers of the Corporation acknowledges, under the penalties for perjury, that these Articles of Amendment and Restatement are the corporate act of the Corporation and that the matters and facts set forth herein are true in all material respects, to the best of his or her knowledge, information and belief.

ATTEST:

SLC NATIONAL ADVERTISING FUND, INC.



O. Steven James, Assistant Secretary

By 

David Graves, President

SYLVAN NATIONAL ADVERTISING COMMITTEE, INC.
CONSENT OF DIRECTORS AND MEMBERS IN LIEU OF SPECIAL MEETING
January 2, 1998

EXHIBIT C

Amended and Restated By-Laws

See attached.

NATLADV98-1.1 DIR-MEM CONSENT (SHAF)

SLC NATIONAL ADVERTISING FUND, INC.

AMENDED AND RESTATED BY-LAWS

ARTICLE I.

MEMBERS

SECTION 1.01. Annual Meeting. The Corporation shall hold an annual meeting of its Members to elect directors and transact any other business within its powers as shall be set by the Board of Directors. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 1.02. Special Meeting. At any time in the interval between annual meetings, a special meeting of the Members may be called by the President or by a majority of the Board of Directors by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting. Special meetings of the Members shall be called by the Secretary upon request in writing of any Member.

SECTION 1.03. Place of Meetings. Meetings of Members shall be held at such place in the United States as is set from time to time by the Board of Directors.

SECTION 1.04. Notice of Meetings; Waiver of Notice. Not less than ten nor more than 90 days before each Members' meeting, the Secretary shall give written notice of the meeting to each Member entitled to vote at the meeting and each other Member entitled to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a Member when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he, before or after the meeting, signs a waiver of the notice which is filed with the records of Members' meetings, or is present at the meeting in person or by proxy.

SECTION 1.05. Quorum; Voting. Unless statute or the Charter provides otherwise, at a meeting of Members the presence in person or by proxy of a majority of the Members constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director.

SECTION 1.06. General Right to Vote; Proxies. Unless the Charter or these By-laws limit or deny voting rights, each Member is entitled to one vote on each matter submitted to a vote at a meeting of Members. A Member may vote either in person or by written proxy signed by the Member or by his duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than 11 months after its date.

SECTION 1.07. Informal Action by Members. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if there is filed with the records of Members meetings an unanimous written consent which sets forth the action and is signed by each Member entitled to vote on the matter and a written waiver of any right to dissent signed by each Member entitled to notice of the meeting but not entitled to vote at it.

ARTICLE II.

BOARD OF DIRECTORS

SECTION 2.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

SECTION 2.02. Number of Directors. The number of directors of the Corporation shall be four (4). A majority of the entire Board of Directors may alter the number of directors of the Corporation from time to time provided that the number of directors of the Corporation shall be an even number not exceeding twenty-six (26) and not less than four (4), but such action may not affect the tenure of office of any director.

SECTION 2.03. Election and Tenure of Directors. The directors shall be elected by the Members and shall hold office until the next succeeding annual meeting of the Members and until their successors are elected and qualify.

SECTION 2.04. Annual and Regular Meetings. The Corporation shall hold an annual meeting of its directors to elect officers and transact any other business within its powers either at 10:00 a.m. on the first Friday of June in each year if not a legal holiday, or at such other time on such other day falling on or before the 30th day thereafter as shall be set by the Board of Directors. Except as the Charter or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors.

SECTION 2.05. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from

time to time by the Board of Directors. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

SECTION 2.06. *Notice of Meeting.* The Secretary shall give notice to each director of each annual, regular, and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting. Unless the By-Laws or a resolution of the Board of Directors provides otherwise, the notice need not state the business to be transacted at or the purposes of any annual, regular, or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.07. *Action by Directors.* Unless statute or the Charter or By-Laws requires a greater proportion, the action of a majority of all of the directors is action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each Member of the Board and filed with the minutes of proceedings of the Board.

SECTION 2.08. *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.09. *Compensation.* By resolution of the Board of Directors, a fixed sum and expenses, if any, for attendance at each annual, regular, or special meeting of the Board of Directors or of committees thereof, and other compensation for their services as such or on committees of the Board of Directors may be paid to directors.

ARTICLE III.

COMMITTEES

SECTION 3.01. Committees. The Board of Directors may appoint from among its Members an Executive Committee and other committees composed of two or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to elect or remove directors, take any action where the directors are acting as Members, or amend the By-Laws. Each committee may fix rules of procedure for its business. A majority of the Members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The Members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent Member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each Member of the committee and filed with the minutes of the committee. The Members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 2.10.

ARTICLE IV.

OFFICERS

SECTION 4.01. Executive and Other Officers. The Corporation shall have a President, a Secretary, and a Treasurer who shall be the executive officers of the Corporation. It may also have a Chairman of the Board; the Chairman of the Board shall be an executive officer if he is designated as the chief executive officer of the Corporation. The Board of Directors may designate who shall serve as chief executive officer, having general supervision of the business and affairs of the Corporation, or as chief operating officer, having supervision of the operations of the Corporation; in the absence of designation the President shall serve as chief executive officer and chief operating officer. It may also have one or more Vice-Presidents, assistant officers, and subordinate officers as may be established by the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice-President of the Corporation. The Chairman of the Board shall be a director; the other officers may be directors.

SECTION 4.02. Chairman of the Board. The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Directors at which he shall be present; and, in general, he shall perform all such duties as are from time to time assigned to him by the Board of Directors.

SECTION 4.03. President. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall

have been expressly delegated to some other officer or agent of the Corporation; and, in general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board of Directors or the chief executive officer of the Corporation.

SECTION 4.04. *Vice-Presidents.* The Vice-President or Vice-Presidents, at the request of the chief executive officer or the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice-President, the Board of Directors may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the chief executive officer, or the President may make such determination; otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

SECTION 4.05. *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose; he shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; he shall be custodian of the records of the Corporation; he may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the chief executive officer, or the President.

SECTION 4.06. *Treasurer.* The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the chief executive officer, or the President.

SECTION 4.07. *Assistant and Subordinate Officers.* The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors, the chief executive officer, or the President.

SECTION 4.08. *Election, Tenure and Removal of Officers.* The Board of Directors shall elect the officers. The Board of Directors may from time to time authorize any committee

or officer to appoint assistant and subordinate officers. The President serves for one year. All other officers shall be appointed to hold their offices, respectively, at the pleasure of the Board. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may remove an officer at any time. The removal of an officer does not prejudice any of his contract rights. The Board of Directors (or, as to any assistant or subordinate officer, any committee or officer authorized by the Board) may fill a vacancy which occurs in any office for the unexpired portion of the term.

SECTION 4.09. Compensation. The Board of Directors shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation. It may authorize any committee or officer, upon whom the power of appointing assistant and subordinate officers may have been conferred, to fix the salaries, compensation and remuneration of such assistant and subordinate officers.

ARTICLE V.

FINANCE

SECTION 5.01. Checks, Drafts, Etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President, a Vice-President or an Assistant Vice-President and countersigned by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary.

SECTION 5.02. Annual Statement of Affairs. There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Directors and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary by-law adopted by the Board of Directors. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

SECTION 5.03. Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Directors.

ARTICLE VI.

SUNDRY PROVISIONS

SECTION 6.01. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers

of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the By-Laws shall be kept at the principal office of the Corporation.

SECTION 6.02. Corporate Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 6.03. Bonds. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 6.04. Voting Upon Shares in Other Corporations. Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice-President, or a proxy appointed by either of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 6.05. Mail. Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mails, postage prepaid.

SECTION 6.06. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 6.07. Amendments. Subject to the special provisions of Section 2.02, the Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws, or to amend, alter or repeal any of the By-Laws of the Corporation.

SYLVAN NATIONAL ADVERTISING COMMITTEE, INC.
CONSENT OF DIRECTORS AND MEMBERS IN LIEU OF SPECIAL MEETING
January 2, 1998

EXHIBIT A

Assignment and Assumption Agreement

See attached.

NATLADV98-1-2 DIR-MEM CONSENT (SNAP)

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement") is made and entered into effective as of the 2nd day of January, 1998 (the "Effective Date"), by and between Sylvan National Advertising Committee, Inc., a Maryland corporation ("SNAC"), and SLC National Advertising Fund, Inc., a Maryland non-stock corporation ("SNAF").

RECITALS

A. SNAC is a stock corporation owned 50% by Sylvan Franchise Owners Association, Inc. (the "FOA"), and 50% by Sylvan Learning Systems, Inc. ("Sylvan"). SNAC was organized for the purpose of developing, reviewing, funding and implementing marketing, advertising, and publicity programs and objectives designed or intended to provide benefit to the network of Sylvan Learning Centers, as a whole, and to establish publicity programs and materials, media programs, funding proposals and disbursements, and other related functions (collectively, the "National Advertising Functions").

B. SNAF is a non-stock, not-for-profit corporation of which the FOA and Sylvan are the sole members. The FOA and Sylvan have caused SNAF to be organized believing it to be in their mutual best interest to have the National Advertising Functions performed by an entity eligible for tax treatment as a pooled advertising fund. In this connection, the FOA and Sylvan have determined to cause SNAC to transfer all of its assets and liabilities to SNAF as of the Effective Date, and to have SNAF assume and perform all of the National Advertising Functions arising on and after the Effective Date.

TERMS AND CONDITIONS

In consideration of the mutual covenants and conditions set forth in this Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, SNAC and SNAF hereby agree as follows:

1. Transfer of Assets. In consideration of the assumption by SNAF of the Assumed Liabilities and for other good and valuable consideration, the receipt and sufficiency of which being hereby acknowledged, SNAC hereby grants, bargains, sells, transfers, assigns, conveys, releases, delivers, and confirms unto SNAF all of the assets, tangible and intangible, of SNAC existing on the Effective Date (the "Transferred Assets").

2. Assumption of Liabilities. In consideration of the Transferred Assets and other good and valuable consideration, the receipt and sufficiency of which being hereby acknowledged, SNAF hereby assumes and agrees to perform and comply with all of the liabilities and obligations of SNAC existing on or arising after the Effective Date (the "Assumed Liabilities").

3. Burdens and Benefits. This instrument shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties have executed and acknowledged this Assignment and Assumption Agreement as of the day and year first above written.

ATTEST:

SYLVAN NATIONAL ADVERTISING
COMMITTEE, INC.

O. Steven Jones, Asst. Secretary

By: _____
Patty Miller, Vice President

ATTEST:

SLC NATIONAL ADVERTISING FUND, INC.

O. Steven Jones, Asst. Secretary

By: _____
David Graves, President

State of Maryland
**DEPARTMENT OF
 ASSESSMENTS AND TAXATION**



PARRIS N. GLENDENIN
Governor
 RONALD W. WINEHOLZ
Director
 PAUL B. ANDERSON
Administrator

Quarter Division

DOCUMENT CODE 13 BUSINESS CODE _____ COUNTY 74
 # D4723 680 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED | |
|------|-----------|--------------------------------|-----------------------|
| 109 | _____ | Expedited Fee | (New Name) _____ |
| 61 | _____ | Rec. Fee (Arts. of Inc.) | _____ |
| 20 | _____ | Organ. & Capitalization | _____ |
| 62 | <u>20</u> | Rec. Fee (Amendment) | _____ |
| 63 | _____ | Rec. Fee (Merger, Consol.) | _____ |
| 64 | _____ | Rec. Fee (Transfer) | _____ |
| 66 | _____ | Rec. Fee (Revival) | _____ |
| | _____ | Rec. Fee (Dissolution) | _____ |
| | _____ | Special Fee | _____ |
| 73 | _____ | Certificate of Conveyance | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| 21 | _____ | Recordation Tax | _____ |
| 22 | _____ | State Transfer Tax | _____ |
| 23 | _____ | Local Transfer Tax | _____ |
| 70 | _____ | Change of P.O., R.A. or R.A.A. | _____ |
| 31 | <u>6</u> | Corp. Good Standing | _____ |
| 600 | _____ | _____ | _____ |
| 52 | _____ | Foreign Qualification | Returns _____ |
| NA | _____ | Foreign Registration | _____ |
| 51 | _____ | Foreign Name Registration | Other Change(s) _____ |