

ARTICLES OF INCORPORATION


OF

STM PROPERTIES, INC.

We hereby associate to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and to that end set forth the following.

- 1) The name of the corporation is STM PROPERTIES, INC.
- 2) The aggregate number of shares which the corporation shall have the authority to issue shall be 5,000; which shall consist of one class only, known as common shares.
- 3) The shareholders shall have the pre-emptive right to acquire unissued shares of the corporation.
- 4) The address of the initial registered office and the City in which it is located are 6330 Newtown Road, Suite 530, Norfolk, Virginia 23502, and the name of its initial registered agent at such address is Henry L. Sadler, III, who is a resident of Virginia and a member of the Virginia State Bar.
- 5) The registered office is located in the City of Norfolk.

WITNESS the following signature and seal this 19th day of May, 2010.


Incorporator

**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS
OF
STM PROPERTIES, INC.**

The first meeting of the Board of Directors of STM Properties, Inc. was held on this 10th day of June, 2010 at the offices of Henry L. Sadler, III, 6330 Newtown Road, Suite 530, Norfolk, Virginia, pursuant to a written waiver of notice signed by all the directors.

Present was Scott Mendenhall he being the director of said corporation.

Scott Mendenhall was elected as Chairman of the meeting.

The Chairman reported that the Articles of Incorporation had been filed in the office of the State Corporation Commission, and that the Certificate of Incorporation had been issued May 21, 2010. The Chairman presented a copy of said Articles of Incorporation and said Certificate of Incorporation, which were adopted and ordered filed with the minutes of this meeting.

The Secretary then presented a form of By-Laws for the regulation of the affairs of the corporation, which were read section by section, and upon being unanimously adopted, same were ordered filed with the minutes of this meeting.

Upon motion duly made, seconded and unanimously passed, the following officers was elected to serve until their successors are elected and qualified:

Scott Mendenhall

President/Secretary

Upon motion duly made, seconded and unanimously passed, the standard form resolution of Community Bank, with respect to checking accounts at said Bank were adopted, and a copy thereof ordered to be filed with the minutes of this meeting. The proper officers were authorized and directed to file the necessary papers with said Bank, including the signature authorization card, with respect to said checking account.

Upon motion duly made, seconded and unanimously passed the corporation adopted a fiscal year beginning January 1 of each year.

Upon motion duly made, seconded and unanimously passed, the following resolution was adopted:

RESOLVED, that the following amounts of the common stock of the corporation be issued to the person indicated upon payment to the consideration indicated:

Scott Mendenhall

100 Shares

The President presented to the meeting a form of certificate of stock for the corporation. Upon motion duly made, seconded and unanimously passed, it was resolved that said certificate of stock

be adopted for use by the corporation and a specimen copy be filed with the minutes of this meeting.

Upon motion made, seconded and unanimously passed, it was resolved that: "Each person now or hereafter a director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time of such costs or expenses are incurred by or imposed upon him), to the extent such indemnification is permitted or mandated by the Code of Virginia, as amended. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was entitled to be indemnified under the applicable provisions of the Code of Virginia and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement vote of stockholders, or otherwise."

There being no further business to come before the meeting and a motion to adjourn having been duly made, seconded and unanimously carried, the President declared the meeting adjourned.


Secretary

**BYLAWS OF
STM PROPERTIES, INC.**

SECTION 1. OFFICES

The principal office shall be in the City of Virginia Beach, State of Virginia. The corporation may have offices and places of business at such other places within and without the State of Virginia as shall be determined by the directors.

SECTION 2. ANNUAL MEETING

The annual meeting of the corporation shall be held in the principal office of the corporation at 2544 Torrey Place, Virginia Beach, Virginia on the first Monday of May each year or at such other place as the officers and directors designate by proper notice to the stockholders.

SECTION 3. SPECIAL MEETINGS

Special meetings of the shareholders for any purpose or purposes may be called by the President, and must be called by him or her on receipt of a written request from the holders of twenty-five percent of the shares then outstanding and entitled to vote.

SECTION 4. NOTICE OF ANNUAL OR SPECIAL MEETINGS

Notice of the annual meeting or of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each shareholder not less than ten or more than forty days prior to the meeting, but such notice may be waived in writing at any time.

SECTION 5. QUORUM

At any meeting of the shareholders the holders of a majority of the shares entitled to vote then issued and outstanding shall constitute a quorum, except as otherwise provided by law.

SECTION 6. VOTING

At each meeting of the shareholders every holder of shares then entitled to vote may vote in person or by proxy, and shall have one vote for each share registered in his or her name.

SECTION 7. NUMBER OF DIRECTORS, TENURE, VACANCIES

The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not more than three directors, who shall be elected annually by the shareholders at the annual meeting. Each director shall hold office until the election of his or her successor. Any director may resign at any time. Vacancies occurring among the directors may be filled by the directors.

SECTION 8. REGULAR MEETING OF THE BOARD

Immediately after each annual election of directors, the newly elected directors may meet forthwith at the principal office of the corporation for the purpose of organization and the transaction of other business; if a quorum of the directors be then present no prior notice of such meeting shall be required. Other regular meetings of the board may be held without notice at such times and places as the directors may determine.

SECTION 9. SPECIAL MEETING

Special meetings of the directors may be called by the President and must be called at the written request of two members of the Board.

SECTION 10. NOTICE OF SPECIAL MEETINGS

Notice of a special meeting shall be given to each director at least five days prior to meeting, but such notice may be waived in writing at any time.

SECTION 11. QUORUM

A majority of the Board of Directors shall constitute a quorum at all meetings of the Board.

SECTION 12. OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Treasurer, who shall be elected annually by the directors and who shall hold office during the pleasure of the directors, and any other assistants the Board of Directors may determine to elect at any time. The positions of (1) President and Treasurer and (2) Secretary and Treasurer may be united in one person. All vacancies occurring among any of the above officers shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a majority of the stockholders at a special meeting of the stockholders called for the purpose.

SECTION 13. SUBORDINATE OFFICERS

The board may appoint such other officers and agents with such powers and duties as it shall deem necessary.

SECTION 14. THE PRESIDENT

The President shall preside at all meetings of the shareholders and directors. He or she shall have general management and control of the business and affairs of the corporation.

SECTION 15. THE TREASURER

The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in such bank or trust company

as shall be designed by the directors of the corporation or the President. He shall receive and give receipts and acquittance for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same; he or she shall enter regularly in books of the corporation to be kept by him or her for that purpose full and accurate accounts of all monies received and paid out by him or her on account of the corporation, and he or she shall perform all other duties incident to the office of Treasurer.

SECTION 16. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the directors and the shareholders; he or she shall attend to the giving and serving of all notices to the shareholders and directors, or other notices required by law or these By-Laws; he or she shall affix the seal of the corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed; he or she shall have charge of the certificate books and stock books and such other books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

SECTION 17. SALARIES

The salaries of all officers shall be fixed by the Board of Directors.

SECTION 18. CERTIFICATES OF STOCK

Certificates of stock shall be issued in numerical order from the stock certificate book; they shall be signed by the President and by the Secretary of the corporation and the corporation seal shall be affixed thereto. A record of each certificate shall be kept on the stub thereof.

SECTION 19. TRANSFER OF SHARES

Shares may be transferred on the books of the corporation by the holder in the person or by his attorney upon the surrender and cancellation of certificates for a like number of shares. Should the shareholders unanimously enter into a so-called "Closed Corporation Agreement" limiting the transfer of stock, such stock shall be transferred on the books of the corporation only in accordance with the terms of such agreement.

SECTION 20. BOARD TO DECLARE DIVIDENDS

The directors may from time to time, as they shall see fit, declare dividends upon the capital stock from surplus.

SECTION 21. SEAL

The directors shall provide a suitable corporate seal which shall be in charge of the Secretary and shall be used as authorized by the directors.

SECTION 22. DEPOSITORIES

The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the directors.

SECTION 23. NOTICE AND WAIVER OF NOTICE

Any notice required to be given by these Bylaws may be given by mailing or telegraphing the same to the person entitled thereto at his or her address as shown on the corporation's books and such notice shall be deemed to have been given at the time of such mailing or telegraphing. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

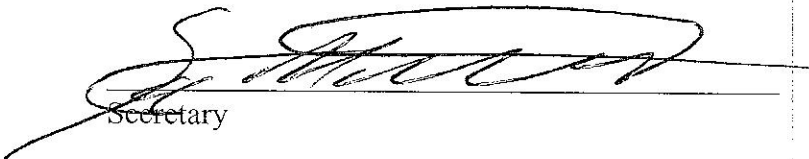
SECTION 24. POWER OF DIRECTORS TO AMEND, ETC.

The Board of Directors shall have power to make, amend and repeal the Bylaws of the corporation by a vote of majority of all the directors at any regular or special meeting of the Board.

SECTION 25. POWER OF SHAREHOLDERS TO AMEND, ETC.

The shareholders may make, alter, amend and repeal the Bylaws of the corporation at any annual meeting or at a special meeting called for the purpose and all Bylaws made by the directors may be altered or repealed by the shareholders.

Adopted at the organizational meeting of the Board of Directors of STM Properties, Inc. held on the 10th day of June, 2010.



Secretary

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, May 21, 2010

This is to certify that the certificate of incorporation of

STM PROPERTIES, INC.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: May 21, 2010



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

Subscription for Shares

To The Board of Directors of
STM PROPERTIES, INC.
2544 Torrey Place
Virginia Beach, VA 23454

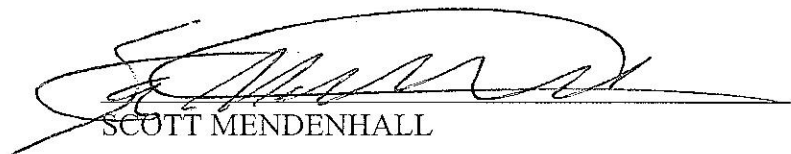
Dear Sirs:

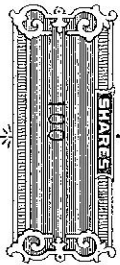
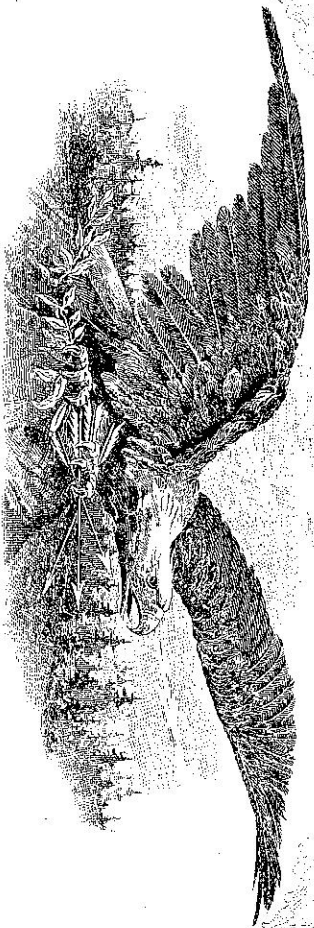
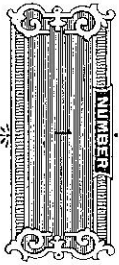
The undersigned subscribe to and offer to purchase and acquire the number of shares of the capital stock of indicated STM PROPERTIES, INC. opposite their names for the prices indicated in cash.

This stock is acquired by the undersigned for investment purposes only, and not for resale.

Dated this 10th day of June, 2010.

Subscriber	No. Shares	Price
Scott Mendenhall	100	\$100.00


SCOTT MENDENHALL



SEM PROPERTIES, INC.

One Hundred

Scott Mendenhall

is the owner of

fully paid and

non-assessable Shares of the above Corporation transferred only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

See Witness Whereof the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.
Dated 6/10/12


President



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

May 21, 2010

HENRY L SADLER III
6330 NEWTOWN RD STE 530
NORFOLK, VA 23502

RECEIVED JUN 07 2010

RECEIPT

RE: STM PROPERTIES, INC.

ID: 0723553 - 4

DCN: 10-05-20-0039

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.


The effective date of the certificate of incorporation is May 21, 2010.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CISLFD

 **IRS** DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 06-15-2010

Employer Identification Number:
27-2843325

Form: SS-4

Number of this notice: CP 575 A

STM PROPERTIES INC
2544 TORREY PL
VIRGINIA BCH, VA 23454

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-2843325. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

03/15/2011

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes* and Publication 4248, *EFTPS (Brochure)*. If you need to make a deposit before you receive your Welcome Package, please visit an IRS taxpayer assistance center to obtain a Federal Tax Deposit Coupon, Form 8109-B. To locate the taxpayer assistance center nearest you, visit the IRS Web site at <http://www.irs.gov/localcontacts/index.html>. Note: You will not be able to obtain Form 8109-B by calling 1-800-829-TAXFORMS (1-800-829-3676).

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records.

CP 575 A (Rev. 7-2007)

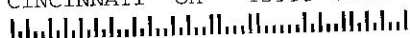
Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

999999999

Your Telephone Number Best Time to Call
 () -

DATE OF THIS NOTICE: 06-15-2010
 EMPLOYER IDENTIFICATION NUMBER: 27-2843325
 FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
 CINCINNATI OH 45999-0023


STM PROPERTIES INC
 2544 TORREY PL
 VIRGINIA BCH, VA 23454