

# State of New Hampshire

## Department of State

OFFICE OF SECRETARY OF STATE

CERTIFIED COPY

I, David M. Scanlan, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of AMENDMENT(12/30/2016), AMENDMENT(12/31/2001), AMENDMENT(06/30/2000), AMENDMENT(03/09/1994), AMENDMENT(02/22/1994), AMENDMENT(01/12/1989), AMENDMENT(05/09/1985), AMENDMENT(12/28/1976), AMENDMENT(02/19/1976), BUSINESS FORMATION(11/07/1974) as a New Hampshire Nonprofit Corporation of CATHOLIC MEDICAL CENTER previously CATHOLIC MEDICAL CENTER HOSPITAL, CATHOLIC MEDICAL CENTER as filed in this office and held in the custody of the Secretary of State. Documents may be subject to redactions according to New Hampshire RSA 91A.

Business ID: **62116**

Certificate Number: **4623352**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 2nd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "D. Scanlan", written over a horizontal line.

David M. Scanlan

Deputy Secretary of State

**STATE OF NEW HAMPSHIRE**

Recording Fee: \$25.00 (Note 1)  
Use black print or type.  
Leave 1" margins both sides

Form No. NP 3  
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT  
OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, Neil Levesque, the undersigned, being the Secretary (Note 2) of Catholic Medical Center, a New Hampshire nonprofit corporation ("CMC"), do hereby certify that a meeting of the CMC Board of Directors occurred on June 23, 2016, in Manchester, New Hampshire (Note 3), for the purpose of amending the Articles of Agreement, such amendments which were approved unanimously by the CMC Board of Directors and the Roman Catholic Bishop of the Diocese of Manchester. (Note 4)

Articles I, II, III, IV, V, VI, VII, and VIII of the Articles of Agreement, shall be replaced in their entirety with Articles I, II, III, IV, V, VI, VII and VIII, and new Articles IX, X, XI and XII shall be included, as set out hereafter.

I further certify that after such amendments, the Articles of Agreement shall read as follows:

ARTICLE I – NAME

The name of this Corporation shall be Catholic Medical Center ("CMC").

ARTICLE II – PURPOSE

The principal purposes for which CMC is established are as follows:

8. To establish and operate an acute care hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of CMC and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- C. To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, CMC will comply with the *Ethical and Religious Directives for Catholic Health Care Services*, the teachings of the Roman Catholic Bishops of the United States of America and the Holy See, as interpreted by the Roman Catholic Bishop

of Manchester, New Hampshire (the "Bishop"). CMC will conduct its affairs so as to maintain its listing in the official National Catholic Directory.

- D. CMC at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501c(3) of the Internal Revenue Code of 1986, as amended or the corresponding successor section of any future tax code (the "Code"), contributions to which are deductible for federal income tax purposes.
- E. CMC shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501c(3) of the Code.
- F. No part or portion of the assets or earnings of CMC shall ever be distributed to or divided among any individuals, including any member, officer, director, or organizer of CMC, or any other private individual within the meaning of the Code.
- G. No member of the Board of Directors, officer or other member of CMC or its administrative staff shall be individually or collectively liable for any debt or encumbrance of CMC.
- H. In the event of the complete termination or complete dissolution of CMC, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to CMC Healthcare System or, in the event that CMC Healthcare System no longer exists, to the Bishop.

### ARTICLE III – ADDRESS

The principal office of CMC shall be at 100 McGregor Street, Manchester, New Hampshire 03102.

### ARTICLE IV – BYLAWS

The procedures and polices for the internal governance of CMC shall be as set forth in the Bylaws.

ARTICLE V – MEMBERS

The members of CMC shall be CMC Healthcare System (“CMCHS”) and GraniteOne Health (“GraniteOne”). CMCHS shall possess such reserved powers as are set forth in Article VI of these Articles of Agreement. GraniteOne shall possess such reserved powers as are set forth in Article VII of these Articles of Agreement.

ARTICLE VI – RESERVED POWERS OF CMCHS

Each of the following actions of CMC must be approved by the Board of Governors of CMCHS and, where applicable and as set forth in the CMCHS’s Articles of Agreement and Bylaws, by the Bishop:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of CMC;
2. Any change in the philosophy, objectives or purposes of CMC or its ethical and religious standards;
3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of CMC in excess of Three Million Dollars (\$3,000,000.00) or any conveyance of any assets of CMC (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds Three Million Dollars (\$3,000,000.00);
4. The appointment of each director or removal of any director of CMC;
5. Any merger with or consolidation of CMC into another entity, or the acquisition by CMC of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of CMC to any person or entity;
6. Any creation of an affiliate or subsidiary organization, or any affiliation of CMC with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control;
7. The dissolution or liquidation of CMC; and
8. Approval of the appointment and termination of the President & Chief Executive Officer of CMC.

At all times CMC shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, CMC shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of and compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

ARTICLE VII – RESERVED POWERS OF GRANITEONE

Each of the following actions of CMC must be approved by the Board of Trustees of GraniteOne:

1. Adoption of the annual capital and operating budget;
2. Approval of any strategic plans or material nonclinical programming and marketing plans; including material modifications thereof;
3. Authorization of material debt incurred, assumed or guaranteed by CMC other than as provided for in any approved annual capital or operating budget;
4. Authorization of the sale, disposition, mortgage, or encumbrance of any material assets dedicated to the operations of CMC;
5. Authorization of CMC to enter into any merger, consolidation or joint venture; or to sell or dispose of substantially all of the assets of CMC and its subsidiaries; or to create or acquire any subsidiary organization;
6. Authorization of the material capital investment by CMC or any of its subsidiaries in any individual entity or project in the form of cash or either tangible or intangible property, except as provided in any approved annual capital or operating budget;
7. Authorization to develop, implement or terminate clinical programs and clinical procedures by CMC and its subsidiaries; and

8. CMC Board of Directors' appointment or reappointment of the CMC CEO and the determination of the CEO's compensation.

ARTICLE VIII – CONFLICT RESOLUTION

CMCHS and GraniteOne have similar reserved powers. If there is a conflict between a ratification of CMCHS (including any powers retained by the Bishop) and GraniteOne with respect to CMC, then the decision of the Bishop shall govern the decision with respect to CMC.

ARTICLE IX – AMENDMENT

These Articles of Agreement may be amended or repealed by a two-thirds (2/3) vote of the members of CMC's Board of Directors. Any such amendment or appeal which may (a) impact the powers reserved to CMCHS in the CMC's Articles of Agreement, or (b) reasonably be expected to have any material strategic, competitive or financial impact on one (1) or more entities of which CMCHS or CMC is a member or on the integrated health care delivery system managed by CMCHS as a whole, must be approved by a majority vote of the CMCHS Board of Governors.

ARTICLE X – DISPOSITION

The provisions for the disposition of the corporate assets in the event of the dissolution of CMC are:

In the event of the complete termination or complete dissolution of CMC, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of CMC, if any, shall be distributed to the CMCHS. If CMCHS does not exist or is not an organization exempt from federal income taxation pursuant to Section 501c(3) of the Code, then the assets of CMC, if any, shall be distributed to one (1) or more organizations exempt from federal income taxation pursuant to Section 501c(3) of the Code as determined by CMC's Board of Directors, subject to the approval of CMCHS and the Roman Catholic Bishop of Manchester (with respect to stable patrimony). Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction and venue of the county in which the principal office of CMC is located, exclusively for such purposes or to such organization or organizations as the Court shall determines are organized and operated exclusively for such purposes.

ARTICLE XI – LIMITED LIABILITY

The provisions eliminating or limiting the personal liability of Directors are: Each Director and officer shall be indemnified by CMC against personal liability to CMC for monetary damages for breach of fiduciary duty as a Director or officer, or both, except with respect to: (1) any breach of the Director’s or officer’s duty of loyalty to CMC or its members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the Director or officer derived any improper personal benefit.

ARTICLE XII - INCORPORATORS

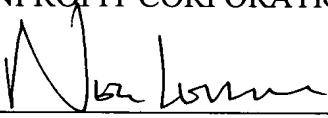
The name and post office address of the persons who associated to form CMC were:

Joseph Acorace	410 Bremer Street, Manchester, New Hampshire
Adele Baker	484 Pine Street, Manchester, New Hampshire
Gerard Bergevin	357 No. Bend Drive, Manchester, New Hampshire
Arthur J. Card	65 Lewis Street, Manchester, New Hampshire
Marcel Chalifour	550 Kelley Street, Manchester, New Hampshire
Sister Mary Benedict Conway	Mercy Motherhouse, Windham, New Hampshire
William Craig	40 Bay Street, Manchester, New Hampshire
Adelard Dupont	293 Amory Street, Manchester, New Hampshire
Mayor Sylvio Dupuis	451 Coolidge Avenue, Manchester, New Hampshire
John Gikas	213 Union Street, Manchester, New Hampshire
Peter Gould	303 Medford Street, Manchester, New Hampshire
Leon Goulet	16 Shaw Drive, Bedford, New Hampshire
Oneil Houde	222 No. River Road, Manchester, New Hampshire
Andrew Isaak	37 Paquette Avenue, Manchester, New Hampshire
John Langley	169 So. Main Street, Manchester, New Hampshire
Milton Machinist	505 North River Road, Manchester, New Hampshire
Msgr. John E. Molan	286 Concord Street, Manchester, New Hampshire
John Moquin	49 Norris Street, Manchester, New Hampshire
Carl B. Noyes	One Hampshire Plaza, Manchester, New Hampshire
Mary-Frances Perry	1080 Montgomery Street, Manchester, New Hampshire
Albert Poisson	291 Cilley Road, Manchester, New Hampshire
Eliot Priest	188 No. Bend Drive, Manchester, New Hampshire
Norman Schwartz	1150 Chestnut Street, Manchester, New Hampshire
Edward Powers	163 Wilkins Street, Manchester, New Hampshire

*(signature page follows)*

AFFIDAVIT OF AMENDMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
RSA 292:5 & 7

A true record, attest:   
Neil Levesque, Secretary

Date signed: December 16, 2016

- Notes:
1. Make check payable to N.H. Secretary of State.
  2. Clerk, secretary or other officer.
  3. Town/city and state.
  4. Enter either "Board of Directors" or "Trustees".

Mail fee with DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

3/05  
CD Misc. NP-3 V-1.1



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Recording Fee: \$25.00 (Note 1)  
Use black print or type.  
Leave 1" margins both sides

Form No. NP 3  
RSA 292:5 & 7

**FILED**  
DEC 31 2001  
WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

**AFFIDAVIT OF AMENDMENT  
AND RESTATEMENT  
OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, Cynthia Keller, the undersigned, being the Secretary (Note 2) of the above-named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on June 28, 2001, in Manchester, New Hampshire (Note 3), for the purpose of amending and restating the articles of agreement and the following amendment(s) were unanimously approved by the corporation:

Articles II.B, II.C, IV, V, VI and VIII of the Articles of Agreement, as amended, shall be replaced by Articles II.B, II.C, IV, V, VI and VIII as set out hereinafter.

I hereby further certify that after such amendment, the articles of agreement shall read as follows:

ARTICLE I

The name of this corporation shall be known as CATHOLIC MEDICAL CENTER.

ARTICLE II

The objects for which this corporation is established are as follows:

- A. To establish and operate a hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of this Corporation and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- C. To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, the Corporation will comply with the ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES, the teachings of the Roman Catholic Bishops of the United States of America and the Holy See, as interpreted by the Roman Catholic Bishop of Manchester, New Hampshire. The

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

Corporation will conduct its affairs so as to maintain its listing in the official National Catholic Directory.

Regardless of any Article or vote prescribing the method of amending these Articles of Agreement, Article II, Section (C) cannot be amended without receiving prior approval for such amendment from the Roman Catholic Bishop of Manchester, New Hampshire.

- D. This Corporation at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists, or may hereafter exist as amended, supplemented or superseded, contributions to which are deductible for federal income tax purposes.
- E. This Corporation shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of 1986, as amended.
- F. No part or portion of the assets or earnings of this Corporation shall ever be distributed to or divided among any individuals, including any member, officer, director, director, or organizer of this corporation, or any other private individual within the meaning of the Internal Revenue Code of 1986, as amended.
- G. No member of the Board of Directors, officer or other member of the Corporation or its administrative staff shall be individually or collectively liable for any debt or encumbrance of the Corporation.
- H. In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to CMC Healthcare System or, in the event that CMC Healthcare System no longer exists, to the Roman Catholic Bishop of Manchester, a corporation sole.

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

ARTICLE III

The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

ARTICLE IV

The principal office of the Corporation shall be at the site of the present Catholic Medical Center, at 100 McGregor Street in the city of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE V

The procedures and polices for the internal governance of the Corporation shall be as set forth in the By-Laws.

ARTICLE VI

Each of the following actions shall be approved by a vote of three-fourths of the members of the Board of Governors of the Sole Member:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;
2. Any change in the philosophy, objectives or purposes of the Corporation or its ethical religious standards;
3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of \$3 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$3 million;
4. The appointment of each governor of the Corporation;
5. The removal of any governor of the Corporation;

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

6. Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of the Corporation to any person or entity;

7. Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and

8. The dissolution or liquidation of the Corporation.

At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of and compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

ARTICLE VII

These Articles of Agreement may be amended as provided by RSA 292:7 or any amendments thereto.

ARTICLE VIII

The sole member of the Corporation shall be CMC Healthcare System which shall possess such reserved powers as are set forth in Article VI hereof.

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

A true record, attest:

*Cynthia P. Keller*  
(Signature)

Date signed: December 31, 2001

- Notes:
1. Make check payable to N.H. Secretary of State.
  2. Clerk, secretary or other officer.
  3. Town/city and state.

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Rm 204, 107 North Main Street, Concord, NH 03301-4989. File a copy with Clerk of the town/city of the principal place of business.

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Recording Fee: \$25.00 (Note 1)  
Use black print or type.  
Leave 1" margins both sides

Form No. NP 3  
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT  
AND RESTATEMENT  
OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION**

**FILED**  
JUN 30 2000  
WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

I, Cynthia Keller, the undersigned, being the Secretary (Note 2) of the above-named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on June 22, 2000, in Manchester, New Hampshire (Note 3), for the purpose of amending and restating the articles of agreement and the following amendment(s) were unanimously approved by the corporation:

Articles II.B, II.C, IV, V, VI and VIII of the Articles of Agreement, as amended, shall be replaced by Articles II.B, II.C, IV, V, VI and VIII as set out hereinafter.

I hereby further certify that after such amendment, the articles of agreement shall read as follows:

**ARTICLE I**

The name of this corporation shall be known as CATHOLIC MEDICAL CENTER.

**ARTICLE II**

The objects for which this corporation is established are as follows:

- A. To establish and operate a hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of this Corporation and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- C. To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, the Corporation will comply with the ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTH CARE SERVICES, the teachings of the Roman Catholic Bishops of the United States of America and the

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

Holy See, as interpreted by the Roman Catholic Bishop of Manchester, New Hampshire. The Corporation will conduct its affairs so as to maintain its listing in the official National Catholic Directory.

Regardless of any Article or vote prescribing the method of amending these Articles of Agreement, Article II, Section (C) cannot be amended without receiving prior approval for such amendment from the Roman Catholic Bishop of Manchester, New Hampshire.

- D. This Corporation at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists, or may hereafter exist as amended, supplemented or superseded, contributions to which are deductible for federal income tax purposes.
- E. This Corporation shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of 1986, as amended.
- F. No part or portion of the assets or earnings of this Corporation shall ever be distributed to or divided among any individuals, including any member, officer, director, trustee, or organizer of this corporation, or any other private individual within the meaning of the Internal Revenue Code of 1986, as amended.
- G. No incorporator, member of the Board of Trustees, officer or other member of the Corporation or its administrative staff shall be individually or collectively liable for any debt or encumbrance of the Corporation.
- H. In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to the Roman Catholic Bishop of Manchester, New Hampshire.

ARTICLE III

The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

ARTICLE IV

The principal office of the Corporation shall be at the site of the present Catholic Medical Center, at 100 McGregor Street in the city of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE V

The procedures and polices for the internal governance of the Corporation shall be as set forth in the By-Laws.

ARTICLE VI

The power to alter, amend or repeal the bylaws shall be vested in the Board of Trustees. Regardless of any Article or vote prescribing the method of amending the bylaws, the bylaws cannot be amended without receiving prior approval for such amendment from the Roman Catholic Bishop of Manchester, New Hampshire.

ARTICLE VII

These Articles of Agreement may be amended as provided by RSA 292:7 or any amendments thereto.

ARTICLE VIII

The Corporation shall exist without members, and any powers reserved to the members of a voluntary corporation are hereby vested in the Corporation's Board of Trustees.

A true record, attest:

*Cynthia T. Hennes*  
(Signature) Secretary

Date signed: June 8, 2000



AFFIDAVIT OF AMENDMENT OF  
ARTICLES OF AGREEMENT OF  
CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

Form No. NP 3  
(Cont'd)

- Notes:
1. Make check payable to N.H. Secretary of State.
  2. Clerk, secretary or other officer.
  3. Town/city and state.

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Rm 204, 107 North Main Street, Concord, NH 03301-4989. File a copy with Clerk of the town/city of the principal place of business.

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00

Form No. NP 3  
RSA 292:5 & 7

**FILED**

AFFIDAVIT OF AMENDMENT  
OF

MAR - 9 1994

CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

I, William H. Craig, the undersigned, being the secretary of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on February 23, 1994, in Manchester, New Hampshire for the purpose of amending the articles of agreement and the following amendment(s) were unanimously approved by the trustees of the corporation:

To amend the articles of agreement of the corporation, to be effective as of the effective date of the Merger Agreement by and among Fidelity Health Alliance, OPTIMA Health, Inc. and Elliot Health System, as follows:

Add a new Article VIII to read as follows:

The sole member of the corporation is Optima Health, Inc.

Revise Article VI to read as follows:

The authority to revise or amend the bylaws of the corporation is reserved to the sole member, Optima Health, Inc.

A true record, attest: William H. Craig  
(Signature)

Date signed March 7, 1994

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:  
Secretary of State, State House, Rm. 204, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business. Recording fee is \$5.00.

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00

Form No. NP 3  
RSA 292:5 & 7

AFFIDAVIT OF AMENDMENT  
OF

**FILED**

FEB 22 1994

CATHOLIC MEDICAL CENTER  
A NEW HAMPSHIRE NONPROFIT CORPORATION

**WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE**

I, William H. Craig, the undersigned, being the secretary of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on November 4, 1993, in Manchester, New Hampshire for the purpose of amending the articles of agreement and the following amendment(s) were unanimously approved by the trustees of the corporation:

Article V, with respect to the composition and powers of the board of trustees, is deleted in its entirety.

Article VI is revised to read as follows:

The authority to revise the bylaws of the corporation is reserved to the sole member, Fidelity Health Alliance.

Article VIII, with respect to the Board of Incorporators, is deleted in its entirety.

A true record, attest: William H. Craig  
(Signature)

Date signed 17 February, 1994

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:  
Secretary of State, State House, Rm. 204, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business. Recording fee is \$5.00.

62116

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FILED

JAN 12 1989

SECRETARY OF STATE

THE STATE OF NEW HAMPSHIRE  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF AGREEMENT  
OF  
CATHOLIC MEDICAL CENTER HOSPITAL

PURSUANT TO THE PROVISIONS OF RSA 292:7 OF THE NEW HAMPSHIRE VOLUNTARY CORPORATIONS AND ASSOCIATIONS ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF AGREEMENT:

FIRST: The name of the corporation is CATHOLIC MEDICAL CENTER HOSPITAL.

SECOND: The following amendments of the Articles of Agreement were adopted by the Board of Directors of the corporation on DECEMBER 15, 1988, in the manner prescribed by the New Hampshire Voluntary Corporations and Associations Act:

RESOLVED: That the name of the corporation be changed from Catholic Medical Center Hospital to Catholic Medical Center.

THIRD: There are no shares of the corporation outstanding. The corporation is a voluntary non-profit corporation.

Dated: December 22, 1988

CATHOLIC MEDICAL CENTER HOSPITAL

By: [Signature]  
President

By: [Signature]  
Secretary

City Clerk's Office, City of Manchester, Received and recorded this 11th day of January, 1989.

Deputy [Signature]  
City Clerk's Signature

Deputy Madeleine LaVenture  
City Clerk's Name

THE STATE OF NEW HAMPSHIRE  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CATHOLIC MEDICAL CENTER

**FILED**  
MAY 9 1985  
NEW HAMPSHIRE  
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 61 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is CATHOLIC MEDICAL CENTER.

SECOND: The following amendments of the Articles of Incorporation were adopted by the Board of Directors of the corporation on April 2, 1985, in the manner prescribed by the New Hampshire Business Corporation Act:

RESOLVED: That the name of the corporation be changed from Catholic Medical Center to CATHOLIC MEDICAL CENTER HOSPITAL.

THIRD: There are no shares of the corporation outstanding. The corporation is a voluntary non-profit corporation.

Dated: April 2, 1985

CATHOLIC MEDICAL CENTER

By Charles F. Whitman  
President

By Wm. D. Craig  
Secretary

City Clerk's Office, City of Manchester, Received and recorded this 7th day of May 1985.

Edmund Bartlett Deputy  
City Clerk's Signature

Elynore Bartlett  
City Clerk's Name

155

CERTIFICATION

The undersigned, JOSEPH J. ACORACE, states that he is the Secretary of the Catholic Medical Center, Manchester, New Hampshire, and certifies that at the Annual Meeting of the Board of Incorporators on December 3, 1975, the following changes were duly approved as amendments to the Articles of Agreement of Catholic Medical Center as adopted on October 22, 1974.

ATTEST

*Joseph J. Acorace*  
SECRETARY



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The addition of Article VIII to read as follows:

ARTICLE VIII

- A. The Board of Trustees shall be elected by a Board of Incorporators which Board of Incorporators shall consist of the original signers of the Articles of Agreement of Catholic Medical Center, those members named as such at the annual meeting of the Corporation held on December 5, 1975 and such members as the Incorporators shall from time to time add at the annual meeting, together with those members added pursuant to Paragraph D. of this Article VIII.
- B. The Annual Meeting of the Board of Incorporators shall be held on the same date as the Annual Meeting of the Board of Trustees.
- C. The Officers of the Board of Incorporators shall be the officers of the Board of Trustees.
- D. Between Annual Meetings of the Board of Incorporators, new members may be appointed as Corporators by vote of the Board of Trustees. Nominations shall be made by the Nominating Committee of the Board of Trustees, provided however, that individual Trustees may also submit nominations to the Board.
- E. The Board of Incorporators may establish such various classifications of membership as it deems proper.

Article V, Section 1(A) page 4 - Composition of the Board of Trustees

Strike the words "Board of Trustees" where they appear in the eighth line of Article V, Section 1(A) and insert the words "Board of Incorporators" so that said Section 1(A) of Article V shall read as follows:

Section 1. Composition of the Board of Trustees

The Board of Trustees shall consist of the following:

- A) Twenty-four (24) members of the public (hereinafter referred to as consumer members) selected from the Greater Manchester Area. The term of office shall be for three (3) years. One third (1/3) of the Trustees shall serve for three (3) years, one third (1/3) for two (2) years, and one third (1/3) for one (1) year, and provided that such voting Trustees shall be eligible for re-election, each for a term of three (3) years, with eight (8) Trustees elected by the Board of Incorporators at each Annual Meeting of the Corporation thereby maintaining a balance of experienced Trustees at all times. Consumer members are eligible to be elected to serve two (2) full consecutive terms.

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STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

Filed for record this 28th

day of December 19 76

at 9:00 A.M. o'clock

William M. Gardner

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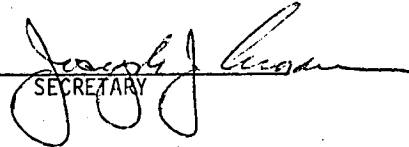
189

CERTIFICATION

The undersigned, JOSEPH ACORACE, states that he is the Secretary of the Catholic Medical Center, Manchester, New Hampshire, and certifies that at the Annual Meeting of the Board of Incorporators on December 5, 1975, the following changes were duly approved as amendments to the Articles of Agreement of Catholic Medical Center as adopted on October 22, 1974.

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03229  
03301

ATTEST

  
SECRETARY

1. ARTICLE V SECTION 1. Composition of the Board of Trustees of the Articles of Agreement (page 5) was amended to make it conform with the By-Laws, ARTICLE II SECTION 1. Composition of the Board of Trustees (pages 4 and 5), which were previously approved on July 15, 1975.

The amendment was as follows:

. Amend Article V Section 1. Composition of the Board of Trustees of the Articles of Agreement by striking out paragraphs (B) and (C) and inserting the following:

(B) The Bishop of the Roman Catholic Diocese of Manchester or the Administrator thereof, in event of a vacancy in that office.

(C) Six members of the active Medical Staff elected by the staff for a term of three (3) years. Initially, two (2) shall be elected for one (1) year, two (2) for two (2) years, and two (2) for three (3) years. Each year thereafter, two (2) members shall be elected to replace those whose term expires. One of these shall be the newly elected President of the Staff. In the event that the elected President is already a member of the Board of Trustees, whose term has not yet expired, then another member will be elected. The newly elected President shall be one of the six (6) members of the Board of Trustees. If he is not already a member of the Board, one of the newly elected members shall be the President. The intent of this section being to have no more than six (6) members of the active Medical Staff on the Board of Trustees including the President.

2. ARTICLE VII of the Articles of Agreement (pages 6 & 7) was amended to make it conform to the provisions of RSA 292:7.

The amendment was as follows:

. Amend Article VII of the Articles of Agreement by striking out the complete paragraph and inserting the following:

These Articles of Agreement may be amended as provided by RSA 292:7 or any amendments thereto.

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MANCHESTER, N. H.

CITY CLERK'S OFFICE  
MANCHESTER, N. H.

Received Feb. 10, 1976  
53 minutes past Three o'clock in  
the Afternoon, and recorded in Records of  
Corporations  
of said city, Vol. 10 Page 482-483

By *Elizabeth M. King*  
Deputy CITY CLERK

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STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

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day of February 19 76

at 9:00 A.M. o'clock

Robert A. Wash

SECRETARY OF STATE

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ARTICLES OF AGREEMENT  
OF  
CATHOLIC MEDICAL CENTER

We, whose names are hereunto subscribed, being persons of lawful age, do, by these Articles of Agreement, associate ourselves with the intention of forming a voluntary corporation according to the provisions of Revised Statutes Annotated of New Hampshire, Chapter 292, as amended.

ARTICLE I

The name of this corporation shall be known as CATHOLIC MEDICAL CENTER.

ARTICLE II

The objects for which this corporation is established are as follows:

- A. To establish and operate a hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- B. To do any and all things consistent with the powers granted in the Articles of Agreement of this Corporation and with the Laws of the State of New Hampshire.

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and with the Laws of the State of New Hampshire.

C. To maintain its identity as a Catholic Hospital. This Corporation, though not under the direct sponsorship of the Roman Catholic Diocese of Manchester nor any religious community, is an official agency of the Roman Catholic Church. Such status is indicated legally by a listing in the official National Catholic Directory, and philosophically by the guiding tenets under which it operates: namely, the teachings of the Roman Catholic Church. These tenets are expressed in specific regulations of the Holy See, and the teachings of the Bishops of the United States of America, more precisely in the latter instance, in the ETHICAL AND RELIGIOUS DIRECTIVES OF THE CATHOLIC HEALTH FACILITIES as promulgated by the National Conference of Catholic Bishops.

Regardless of any Article or vote prescribing the method of amending these Articles of Agreement, Article II, Section (C) cannot be amended without receiving prior approval for such amendment from the Ordinary of the Roman Catholic Diocese of Manchester, New Hampshire.

D. This Corporation at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501 (c) (3) of the

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Internal Revenue Code of 1954, as it now exists, or may hereafter exist as amended, supplemented or superseded, contributions to which are deductible for federal income tax purposes.

- E. This Corporation shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of 1954, as amended.
- F. No part or portion of the assets or earnings of this Corporation shall ever be distributed to or divided among any individuals, including any member, officer, director, trustee, or organizer of this corporation, or any other private individual within the meaning of the Internal Revenue Code of 1954, as amended.
- G. No incorporator, member of the Board of Trustees, officer or other member of the Corporation or its administrative staff shall be individually or collectively liable for any debt or incumbrance of the Corporation.
- H. In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any,



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shall revert to the Roman Catholic Bishop of Manchester,  
New Hampshire.

ARTICLE III

The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

ARTICLE IV

The principal office of the Corporation shall be at the site of the present Notre Dame Hospital, in the city of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE V

Section 1. Composition of the Board of Trustees

The Board of Trustees shall consist of the following:

- (A) Twenty-four (24) members of the public (hereinafter referred to as consumer members) selected from the Greater Manchester area. The term of office shall be for three years. One third (1/3) of the Trustees shall serve for three (3) years, one third (1/3) for two (2) years, and one third (1/3) for one year, and provided that such voting Trustees shall be eligible for re-election each for a term of three (3) years, with eight Trustees elected by the Board of Trustees at each annual meeting thereby maintaining a balance of experienced Trustees at all times. Consumer members are eligible to be

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elected to serve two full consecutive terms.

- (B) The Ordinary of the Roman Catholic Diocese of Manchester, New Hampshire.
- (C) The President, two (2) Vice-Presidents, and the Secretary/Treasurer of the Medical Staff of the Hospital for their terms of office.  
Two (2) additional physicians may be nominated as alternates by the Medical Staff of the Hospital, and if so nominated, shall serve in such capacity on the Board of Trustees. Alternates will not be eligible to serve as elected officers.
- (D) The Chief Executive Officer of the Hospital for his/her term of office. The Chief Executive Officer will not be eligible to hold any office on the Board of Trustees.
- (E) The President of the Senior Associates for her term of office.

Section 2. Powers of the Board of Trustees

The Board of Trustees is the constituted body in the structure of this Hospital Corporation, which is responsible for providing hospital services to the civic community using the facilities of the Hospital. It shall serve as the juridical organ for review, appraisal, and ultimate appeal within the Corporation. It shall have the charge, control, and management of the affairs, property, and funds of the Corporation. It shall assure that the facilities, personnel, equipment, supplies, money, and management are available

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to the extent required for a fully accredited status in every area where standards have been established. It shall, at all times, take adequate measures to protect the safety of all patients using the services and facilities of the Hospital. The Board of Trustees may adopt such Rules and Regulations for the proper management of the affairs of the Corporation and the performance of its function as the Board shall deem proper, including, but not limited to, the undelegable responsibility to make all appointments and to grant all privileges to the Medical Staff and to approve all By-Laws, Rules and Regulations of the Medical Staff of the Corporation.

Each member of the Board of Trustees shall be qualified to vote on any issue that may properly come before any meeting of the Board or Committees thereof and to hold any office in the Corporation, except as provided in Article V, Section 1 (D).

ARTICLE VI

This Corporation, by majority vote of the Board of Trustees may establish such By-Laws as are consistent with the purpose of the Corporation and foregoing Articles of Agreement.

ARTICLE VII

These Articles of Agreement may be amended by a two thirds (2/3) vote of a quorum of the Board of Trustees upon notice of

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- 7 -

said amendment having been given as approved and prescribed. The presence of ten (10) members of the Board of Trustees shall constitute a quorum.

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NAME

POST OFFICE ADDRESS

Joseph Acorace

410 Bremmer St., Manchester, N.H.

Adele Baker

484 Pine St., Manchester, N.H.

Gerard Bergevin

357 No. Bend Drive, Manchester, N.H.

Arthur J. Card

65 Lewis St., Manchester, N.H.

Marcel Chalifour

550 Keiley St., Manchester, N.H.

Sister Mary Benedict Conway

Mercy Motherhouse, Windham, N.H.

William Craig

40 Bay St., Manchester, N.H.

Adelard Dupont

293 Amory St., Manchester, N.H.

Mayor Sylvio Dupuis

451 Coolidge Ave., Manchester, N.H.

John Gikas

213 Union St., Manchester, N.H.

Peter Gould

303 Medford St., Manchester, N.H.

Leon Goulet

16 Shaw Drive, Bedford, N.H.

NAME

POST OFFICE ADDRESS

*Oniel Houde*  
Oniel Houde

222 No. River Road, Manchester, N.H.

*Andrew Isaak*  
Andrew Isaak

37 Paquette Ave., Manchester, N.H.

*John Langley*  
John Langley

169 So. Main St., Manchester, N.H.

*Milton Machinist*  
Milton Machinist

505 North River Road, Manchester, N.H.

*Msgr. John E. Molan*  
Msgr. John E. Molan

286 Concord St., Manchester, N.H.

*John Moquin*  
John Moquin

49 Norris St., Manchester, N.H.

*Carl B. Noyes*  
Carl B. Noyes

One Hampshire Plaza, Manchester, N.H.

*Mary-Frances Perry*  
Mary-Frances Perry

1080 Montgomery St., Manchester, N.H.

*Albert Poisson*  
Albert Poisson

291 Cilley Road, Manchester, N.H.

*Elliott Priest*  
Elliott Priest

188 No. Bend Drive, Manchester, N.H.

*Norman Schwartz*  
Norman Schwartz

1150 Chestnut St., Manchester, N.H.

*Edward Powers*  
Edward Powers

163 Wilkins St.  
163 Wilkins St., Manchester, N.H.

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RECEIVED *pd.*

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CITY CLERK'S OFFICE  
MANCHESTER, N. H.

CITY CLERK'S OFFICE  
MANCHESTER, N. H.

Received Nov. 1, 1974

11 minutes past Ten o'clock in

the Forenoon, and recorded in Records of  
Corporations

of said city, Vol. 10 Page 286-394

By me, *C.R. [Signature]*  
CITY CLERK

STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

Filed for record this 7th

day of November 19 74

at 9:00 A.M. o'clock

*Richard L. Smith*

SECRETARY OF STATE

STATE OF NEW HAMPSHIRE

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