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AMENDED  
ARTICLES OF AGREEMENT  
OF  
EXETER HOSPITAL

**FILED**  
JUN 4 1985  
NEW HAMPSHIRE  
SECRETARY OF STATE

(to become known as Exeter Health Resources, Inc.)

ARTICLE I

The name of this corporation shall be Exeter Health Resources, Inc.

ARTICLE II

The principal place of business of the corporation shall be 10 Buzzell Avenue, Exeter, New Hampshire.

ARTICLE III

The object for which this corporation is formed is the support of the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans, to improve the health and welfare of all persons, and to sponsor, develop and promote services and programs which are charitable, educational or scientific and

which address the physical and mental needs of the community at large, provided, however, that the corporation shall not engage in the practice of medicine, and provided further, that it shall operate exclusively for the benefit of Exeter Hospital, Inc. and its affiliated organizations in the conduct of their charitable, educational and scientific functions.

#### ARTICLE IV

The corporation shall be organized exclusively for charitable, educational and scientific purposes. The corporation shall have, among others, the following powers in furtherance of its corporate purposes:

a. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

b. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

c. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge,

encumber, or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

d. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

e. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

f. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.

g. The corporation may make donations in such amounts as the members, trustees, or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in

time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Internal Revenue Code, which reference shall include all successor provisions thereof), it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

h. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer, trustee or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be

entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

i. In the event that the corporation is determined to be a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Agreement or the Bylaws of the corporation, the following provisions shall apply:

The Governing Board shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Governing Board shall not engage in any of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

j. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that

no such power shall be exercised in a manner inconsistent with the laws of the State of New Hampshire; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation has received under Section 501 (c) (3) of the Internal Revenue Code.

#### ARTICLE V

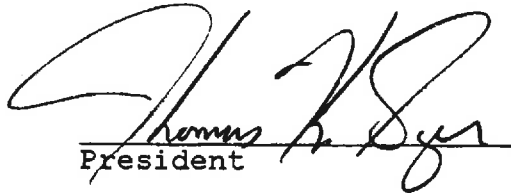
The membership of this corporation shall consist of the persons provided for in the by-laws. The corporation shall have no capital stock.

#### ARTICLE VI

Upon the liquidation or dissolution of the corporation in accordance with the Bylaws and the law of the State of New Hampshire, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any successor provision thereof.

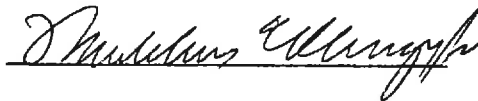
IN WITNESS WHEREOF, the undersigned, being the duly elected and qualified President of Exeter Hospital, a New Hampshire voluntary corporation, hereby certify that the Amended Articles of Agreement in the form attached hereto were approved and adopted upon motion duly made and seconded by the unanimous vote of all members present and voting at a meeting of the corporation held on April 8, 1985 in Exeter, New Hampshire, in accordance with law and the bylaws of the corporation, at which meeting a quorum was present and acting throughout.

Date: May 31, 1985

  
President

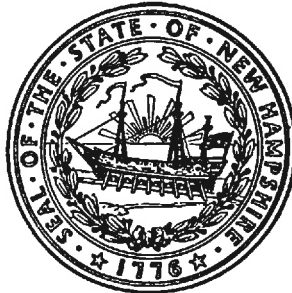
Received and recorded this 3rd day of June, 1985.

Town Clerk's Office, Town of Exeter, New Hampshire.



# State of New Hampshire

OFFICE OF SECRETARY OF STATE



*I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached* AMENDMENT TO THE ARTICLES OF AGREEMENT OF EXETER HOSPITAL CHANGING ITS NAME TO EXETER HEALTH RESOURCES, INC. HAVE BEEN RECORDED IN THE RECORDS OF VOLUNTARY CORPORATIONS, VOLUME 1-6, PAGE 384.



*In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 4th day of June*  
A. D. 19...85....

*Robert P. Ambrose*

Deputy Secretary of State



## CHAPTER 206.

## AN ACT TO INCORPORATE THE EXETER COTTAGE HOSPITAL.

## SECTION

1. Corporation constituted; purposes.
2. Existing officers continued.

## SECTION

3. Prior acts ratified.
4. Takes effect on passage.

WHEREAS, certain persons have heretofore voluntarily associated themselves together under the name of the "Exeter Cottage Hospital" for the purpose of maintaining and establishing a hospital in Exeter, N. H., for the relief, care and treatment of the sick and disabled.

AND WHEREAS, the said association in pursuance of its said purpose elected, and has continued to elect, annually officers consisting of a president, clerk, treasurer and six trustees, and by its articles of association and by-laws has prescribed the duties of said officers and the manner of conducting its business, and has acquired by purchase and otherwise certain real and personal estate, now therefore,

*Be it enacted by the Senate and House of Representatives in General Court convened:*

SECTION 1. That the said association be and hereby is made a body corporate by the name of the Exeter Cottage Hospital, for the purpose of maintaining and establishing a hospital in Exeter, N. H., for the relief, care and treatment of the sick and disabled, and by that name may sue and be sued, prosecute and defend to final judgment and execution, and may acquire and hold real and personal estate, with authority to have and exercise all the powers and privileges incident to corporations of a similar nature.

SECT. 2. The present officers of said association are hereby constituted the legal and proper officers of said corporation, with full power to act until their successors shall be duly elected and qualified.

SECT. 3. The by-laws, rules and regulations and all the acts of said association, its officers, agents and servants, heretofore adopted, done and performed in pursuance of the purposes for which said association was formed are hereby ratified, confirmed and made valid, as if the same had been done under prior authority given therefor by a legislative act duly approved and allowed. And all property however held or acquired by said association shall become and be the property of this corporation to be held and improved by it for the same uses and purposes as the same is now held and used by said association.

SECT. 4. This act takes effect upon its passage.

[Approved February 27, 1907.]

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# PRIVATE ACTS.

## CHAPTER 169.

AN ACT TO LEGALIZE THE BIENNIAL ELECTION HELD ON THE SEVENTH DAY OF NOVEMBER, 1922, IN THE TOWN OF NEWBURY.

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| SECTION<br>1. Biennial election of Nov. 7, 1922, legalized. | SECTION<br>2. Takes effect on passage. |
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*Be it enacted by the Senate and House of Representatives in General Court convened:*

SECTION 1. That the votes and proceedings of the biennial election held on the seventh day of November, 1922, in the town of Newbury be and hereby are legalized and confirmed.

SECT. 2. This act shall take effect upon its passage.

[Approved January 31, 1923.]

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## CHAPTER 170.

AN ACT TO CHANGE THE CORPORATE NAME OF THE EXETER COTTAGE HOSPITAL.

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| SECTION<br>1. Name of Exeter Cottage Hospital changed to Exeter Hospital. | SECTION<br>2. Takes effect on passage. |
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*Be it enacted by the Senate and House of Representatives in General Court convened:*

SECTION 1. That the corporate name of the Exeter Cottage Hospital, as established by chapter 206 of the Laws of 1907, be and hereby is changed to Exeter Hospital.

SECT. 2. This act shall take effect upon its passage.

[Approved February 16, 1923.]

Name of Exeter  
Cottage Hospital  
changed to Exeter  
Hospital.

Takes effect on  
passage.