EXETER HEALTH RESOURCES, INC.
AMENDED AND RESTATED BY-LAWS

ARTICLE I
THE CORPORATION

1.1 **Articles of Agreement.** The name of the corporation (the "Corporation") and the purposes for which it is established shall be as set forth in its articles of agreement, as from time to time amended. These By-Laws, the powers of the Corporation and of its Trustees and Officers as defined herein, and all matters concerning the regulation and management of the affairs of the Corporation shall be subject to and consistent with such provisions in regard thereto, if any, as are set forth in the articles of agreement.

1.2 **Corporate Seal.** The Board of Trustees may adopt and alter the seal of the Corporation.

1.3 **Fiscal Year.** The fiscal year of the Corporation shall end on September 30.

1.4 **Mission**. The mission of the Corporation is to improve the health of the community. This mission will be principally accomplished without compromising the Corporation's sustainability by supporting the provision of health services and information to the community by the affiliated companies of the Corporation.

ARTICLE II
MEMBERS

2.1 **No Voting Members**. The Corporation shall have no voting Members nor any capital stock. Any action or vote required or permitted to be taken by members under applicable law, or otherwise, shall be taken by action or vote of the same percentage of the Board of Trustees of the Corporation.

2.2 **Honorary Members**. The Board of Trustees may designate certain persons or groups of persons as Patrons or Sustaining Associates, or Contributing Members in accordance with their past service or contributions to the Corporation. Such persons shall serve in an honorary capacity and shall in such capacity have no right to attend or vote at any meeting of the Board of Trustees of the Corporation, and shall have no other rights or responsibilities.

ARTICLE III
BOARD OF TRUSTEES

3.1 **Powers and Responsibilities**. The affairs of the Corporation shall be managed by its trustees (the "Trustees" or the "Board of Trustees"), which may exercise all the powers of the Corporation in accordance with its legal and ethical responsibilities. Trustees are expected to attend all meetings of the Board of Trustees and any committees of the Board of Trustees to which they are appointed.

3.2 **Number and Composition**. The Board of Trustees shall consist of a number not to exceed fifteen (15) persons. Of this number, all but two (2) persons shall have been elected (the "Elected Trustees") as provided in Section 3.3 herein. The President of the Corporation and, subject to Section 3.4 herein, the President of the Medical Staff of Exeter Hospital shall serve as ex-officio Trustees (the "Ex-Officio Trustees"), who shall be entitled to be present and to vote on all matters coming before the Trustees, except with respect to matters involving an Ex-Officio Trustee's rights, responsibilities and compensation by the Corporation , which shall require action by the independent Trustees, as described and in the manner set forth in Section 3.9 herein). Elected Trustees shall be at least twenty-one (21) years of

age and shall be elected to serve on the basis of their demonstrated awareness of the purposes and objectives of the Corporation and their demonstrated capabilities in leadership and governance. A "vacancy" in the Board of Trustees shall be deemed to exist if (i) a Trustee dies, resigns, or is removed; or (ii) at any time there are fewer than thirteen (13) Elected Trustees in office. Any vacancy may be filled by the Board of Trustees. A person elected to fill a vacancy described in (i) above shall serve for the remainder of the unexpired term which he filled, unless he earlier resigns, is removed, or is disqualified. A person elected to fill a vacancy described in (ii) above shall serve until the next annual meeting of the Corporation, unless he earlier resigns, is removed, or is disqualified. Following election to fill a vacancy, a Trustee shall be eligible for re-election for the maximum number of full, consecutive terms as set forth in Section 3.3 below. The Board of Trustees shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies.

3.3 **Election and Tenure**. Trustees shall be elected by the Board of Trustees to fill the terms of the Elected Trustees whose terms are expiring at the annual meeting of the Corporation, and may be elected to fill vacancies among the Elected Trustees, at the annual meeting of the Corporation or at any meeting of the Board of Trustees at which such election is included in a notice of the meeting. Elected Trustees who have been nominated for re-election shall recuse themselves from voting for their own re-election. Each Elected Trustee shall hold office for a term of two (2) years and until his successor is elected and qualified, or until he sooner resigns, is removed or otherwise becomes disqualified. Elected Trustees are eligible to serve a maximum of five (5) consecutive such terms and after service as a Trustee for such maximum period, are not eligible for re-election until at least one (1) year shall have elapsed; provided, however, that an Elected Trustee who has served five (5) consecutive terms as an Elected Trustee and who serves as Chairperson of the Board of Trustees during all or any part of his fifth consecutive term as an Elected Trustee shall, at the Board of Trustees' discretion, be permitted to serve as an Elected Trustee for an additional full two-year term. Ex-Officio Trustees shall serve until the expiration of their tenure in the positions, which qualify them for such service.

3.4. **Removal**. An Elected Trustee may be removed with or without cause by vote of a majority of the Board of Trustees then in office. The President of the Medical Staff of Exeter Hospital (as Ex-Officio Trustee) may be removed in the same manner and, if so removed, the Trustees shall seek a nomination from the executive committee of the Medical Staff to fill such vacancy. Poor attendance at meetings of the Board of Trustees or of meetings of committees to which appointed, and failure to observe policies adopted by the Board of Trustees, without limitation, shall be grounds for removal. A Trustee may be removed with cause only after notice and reasonable opportunity to be heard.

3.5 **Resignation**. An Elected Trustee may resign by delivering his written resignation to the President or Secretary of the Corporation, or to the Chairman of the Board of Trustees, in each case at the Corporation's principal office address. Such resignation shall be effective upon receipt (unless specified to be effective at some other time).

3.6 **Regular Meetings; Annual Meeting**. Regular meetings of the Board of Trustees may be held at least quarterly at such places and at such times as the Chairman may determine. At least one regular meeting shall occur in February or March and shall be designated as the "annual meeting". At such annual meeting, the Board of Trustees shall (i) elect Trustees and Officers of the Corporation, and (ii) take such other actions as are required annually or as may otherwise properly come before the meeting. No call or notice shall be required for regular meetings of the Board of Trustees except for the annual meeting. The Secretary shall provide notice of the annual meeting to the Board of Trustees at least fifteen (15) days in advance.

3.7 **Special Meetings**. Special meetings of the Board of Trustees may be held at any time and at any place when called by the Chairperson or by two (2) or more Trustees. Notice of the time and place of special meetings of the Trustees shall be given to each Trustee by the Secretary, or if the Secretary is unable, by the Chairperson or his designee, not less than two (2) days before the date of such meeting. Such notice shall specify the purpose or purposes for which the meeting has been called, and no business other than that stated in the notice shall be conducted.

3.8 **Waiver of Notice**. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver or notice, executed by him (or by his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting.

3.9 **Quorum and Action by Vote**. At any meeting of the Trustees a majority of the Trustees then in office who present in person shall constitute a quorum. Any meeting may be adjourned by a majority vote of the Trustees in attendance cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the votes properly cast by the Trustees present at the meeting shall decide any question, including election of officers, unless otherwise provided by law, the articles of agreement, or these By-Laws; provided, however, that the affirmative vote of seventy-five percent (75%) of the Trustees then in office shall be required to i) change the name of the Corporation; ii) amend the articles of agreement or the By-Laws of the Corporation; iii) sell all or substantially all of the assets of the Corporation or of one or more of the Corporation's wholly-controlled subsidiaries; iii) merge, consolidate or dissolve the Corporation; or iv) merge or dissolve one of the Corporation's wholly-controlled subsidiaries. Whenever any action must be taken by the "independent" members of the Board of Trustees as provided by law, the articles of agreement, these By-Laws, or the Corporation's policies, "independent" shall mean all Trustees except for (i) those employed or contracted for services by the Corporation or any of its subsidiaries or affiliates, (ii) members of the medical staff of Exeter Hospital, and (iii) any other Trustee with a potential conflict of interest with respect to the specific purpose for which a determination of "independent" must be made. In the event of any ambiguity as to whether a particular Trustee is "independent," the executive committee of the Board of Trustees, as defined in Section 4.1 herein, shall make the decision; provided that the particular Trustee, if a member of the executive committee, shall not be present during any discussion unless requested by the remaining members of the executive committee, and shall not vote on such determination.

3.10 **Participation in Meetings by Telephone**. Unless otherwise provided by law or by the articles of agreement, Trustees may participate in a meeting of the Board of Trustees or committee of the Board of Trustees using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

3.11 **Action by Writing**. Any action required or permitted to be taken at any meeting of the Trustees, of the executive committee, or of any other committee of the Board of Trustees, may be taken without a meeting if all the Trustees or, as applicable, all of the members of the executive committee or such other committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a unanimous vote at a meeting of the Board of Trustees or, as applicable, the executive committee or such other committee.

ARTICLE IV
COMMITTEES OF THE BOARD OF TRUSTEES

4.1 **Executive Committee**.

(a) **General role for Corporation Affairs**. There shall be an executive committee which shall consist of the Chairperson of the Board of Trustees (who shall chair the executive committee), the President of the Corporation, and at least three (3) other Trustees appointed by the Chairperson. The executive committee shall regularly meet as determined by the Chairperson. The executive committee shall have the power, to the extent legally permissible and as authorized by the Board of Trustees by policy or otherwise, to transact all regular business of the Corporation between meetings of the Board of Trustees; provided that any action to be taken by the executive committee shall not conflict with the expressed wishes of the Board of Trustees, and that all matters reasonably believed by the executive committee to be of major significance to the Corporation shall be referred to the Board of Trustees.

(b) **Financial Oversight**. The executive committee shall have the sole authority, acting on behalf of the Board of Trustees and reporting to the Board of Trustees at regular intervals or as requested by the Board of Trustees, to oversee all of the investments of the Corporation, including endowments and trust funds, such responsibilities to include decision-making regarding acceptable asset classes and the nature and range of holdings within asset classes, selection of investment managers, the setting of investment performance expectations and monitoring of performance, and the adoption of appropriate written investment policies. The executive committee shall provide copies of all such investment policies to the Board of Trustees at least annually, or more often as requested by the Board of Trustees, and shall promptly notify the Board of Trustees of any amendment to such investment policies. The executive committee shall annually appoint an independent certified public accountant to perform an audit of the accounts of the Corporation and its subsidiaries and affiliates on a consolidated basis. The executive committee shall oversee the financial operations of the Corporation and its subsidiaries and affiliates on a consolidated basis, and shall cause to be prepared and submitted to the Board of Trustees an annual consolidated operating budget of the Corporation and such subsidiaries and affiliates. The executive committee shall monitor the monthly financial statements of the Corporation and such subsidiaries and affiliates and operating budget. The executive committee shall oversee the executive compensation and benefits program of the Corporation and such subsidiaries and affiliates in accordance with an executive compensation policy approved by the Board of Trustees. The executive committee shall review the performance of the Chief Executive Officer of the Corporation and make recommendations to the independent members of the Board of Trustees concerning the Chief Executive Officer's compensation.

(c) **Employee Benefit Plans**. The executive committee shall have the sole authority, acting on behalf of the Board of Trustees, to delegate to senior management any and all responsibilities for employee benefit plans which would normally be reserved to the committee or the Board of Trustees, including and not limited to the selection of service providers and advisors, monitoring and selection of investments, designation that a plan be self-directed as permitted by Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), determination of contribution amounts and funding policies, and amendment, adoption, and termination of any plan or program, except that approval of the Board of Trustees (acting solely through the executive committee) will always be required for any adoption or termination of a plan or any amendment to a plan that would materially create or increase unfunded liabilities, or any significant action which relates to a plan that primarily covers senior management. "Employee benefit plans" include any such plan as described under ERISA, and any fringe benefit or other program which covers employees of the Corporation or any of its subsidiaries or affiliates.

4.2 **Nominating Committee**. A nominating committee shall be appointed annually by the Chairperson of the Board of Trustees. The nominating committee may receive recommendations for new Trustees of the Corporation from any source deemed appropriate. The nominating committee shall present to the Trustees slates of candidates for such new Trustees, taking into consideration qualifications of candidates that may best assist the Board of Trustees to fulfill its responsibilities, and seeking to keep the slate of Trustees up for election or re-election each year approximately equal from year to year to the extent reasonably possible and appropriate. The nominating committee shall not enter the name of any person in nomination for any such offices unless that person shall have given his or her consent.

4.3 **Ad Hoc Committees**. Ad Hoc committees may be appointed by the Chairperson of the Board of Trustees from among the Trustees for such special tasks as circumstances may warrant. Except as otherwise provided by law, the Trustees may delegate to any such committee such of the powers of the Trustees as the Trustees shall specifically confer. All members of such committees shall hold office at the pleasure of the Trustees, and the Trustees may abolish any such committee at any time. Such committees shall limit their activities to the accomplishment of the tasks for which created and appointed. The Trustees shall have power to rescind any action of any such committee, but no such action shall have retroactive effect. Upon completion of the special task for which appointed, such committees shall stand discharged.

ARTICLE V
OFFICERS

5.1 **Number and Composition**. The Board of Trustees annually shall elect a Chairperson and a Vice Chairperson of the Corporation (the "Elected Officers") and from time to time shall appoint a President, Treasurer and Secretary of the Corporation (the "Appointed Officers"), and may elect and appoint such further Officers as the Board of Trustees may determine (together, the "Officers"). A person may hold more than one office, except that no person may serve as both Chairperson and Secretary at the same time. Except for the Chairperson, Vice Chairperson, and President, Elected Officers or Appointed Officers need not be Trustees. If required by the Board of Trustees, any Officer or agent shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Trustees.

5.2 **Election and Tenure**. Each Elected Officer shall hold office until the next annual meeting of the Corporation and until his successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his election, or in each case until he sooner resigns, is removed or otherwise becomes disqualified. Vacancies in elected offices may be filled by the Board of Trustees to hold such office for the remainder of the unexpired term. Each Appointed Officer shall retain his authority at the pleasure of the Board of Trustees.

5.3 **Chairperson and Vice Chairperson**. The Chairperson of the Board of Trustees shall determine an agenda, call, and preside at all meetings of the Board of Trustees, except as the Trustees may otherwise determine in particular circumstances, and shall have such other powers and duties as may be determined by the Board of Trustees. The Chairperson shall serve as an ex-officio member of all committees of the Board of Trustees.

5.4 **President**. The President shall be the Chief Executive Officer of the Corporation selected and appointed by the Board of Trustees and, subject to the control of the Board of Trustees, shall have general charge and supervision of the affairs of the Corporation and all its subsidiaries. The President shall also serve as the Executive Representative of the Board of Trustees in all matters in which the Board of Trustees have not formally designated another person for the purpose.

5.5 **Treasurer**. The Treasurer, who shall be bonded, shall oversee the Corporation's financial affairs, funds, securities and valuable papers and shall cause to be kept full and accurate records thereof. He shall have such other duties and powers as designated by the Board of Trustees or the President. He shall also oversee the Corporation's books of account and accounting records and its accounting procedures. The Treasurer shall cause the accounts of the Corporation to be audited at least annually by a certified public accountant.

5.6 **Secretary**. The Secretary shall record and maintain records of all proceedings of the Board of Trustees in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Corporation. Such book or books shall also contain records of all meetings of committees of the Board of trustees and the original, or attested copies, of the articles of agreement and By-Laws and names of all Trustees and the address of each. If the Secretary is absent from any meeting of the Board of Trustees, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

5.7 **Suspension or Removal**. An Officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office.3 at any special meeting called for such purpose or at any regular meeting, subject, however, to the terms of any written contract between such officer and the Corporation. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.8 **Resignation**. An officer may resign by delivering his written resignation to the President, Treasurer or Secretary of the Corporation, to a meeting of the Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time).

ARTICLE VI
CONFLICT OF INTEREST

The Board of Trustees of the Corporation shall adopt conflict of interest policies requiring disclosure of such conflicts and guidelines for resolution. Such policies shall comply with applicable state and/or federal requirements.

ARTICLE VII
EXECUTION OF PAPERS

Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, except as otherwise may be required by law, or except as set forth in this Section, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, the Treasurer, or the Vice President of Finance if such officer has been appointed, acting singly (each, an "Authorized Officer"). Authorized Officers may establish in the Corporation's name deposit and other accounts with banking and other financial institutions, and may designate other persons as agents to operate any such accounts. Authorized Officers may also delegate to other officers and agents of the Corporation the execution of leases and contracts by which the Corporation may be bound.

ARTICLE VIII
VOTING AS STOCKHOLDER OR MEMBER OF OTHER CORPORATIONS OR ORGANIZATIONS

Unless otherwise provided by the Board of Trustees, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint another person or persons to act as proxy or attorney-in-fact for the Corporation with or without discretionary power or power of substitution, at any meeting of stockholders of any other corporation or organization, any of whose securities are held by the Corporation, or at any meeting of members of any other corporation or organization of which the Corporation is a member, including actions of the Corporation at the annual meetings of such other corporations or organizations to elect their directors or trustees, as the case may be.

ARTICLE IX
PERSONAL LIABILITY

The Trustees, Officers and agents of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE X
INDEMNIFICATION

10.1 **Mandatory and Discretionary Indemnification; Scope**. Subject to the terms of this Article, the Corporation shall indemnify any person who is or was a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or Officer of the

Corporation if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Subject to the terms of this Article, the Corporation may indemnify any person who is or was a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or, to the extent permitted by law, by reason of the fact that such person is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, if, without limitation, such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification provided by the Corporation pursuant to this Article, if any, shall be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. Persons seeking indemnification by the Corporation under this Article shall provide prompt written notice to the Corporation specifying the nature of the action or proceeding giving rise to the request for indemnification, and shall have a duty to cooperate with the Corporation in its investigation of the circumstances.

10.2 **Prohibited Indemnification**. Notwithstanding anything in this Article to the contrary, the Corporation shall not indemnify any person (i) in connection with a proceeding by or in the right of the Corporation in which the person was adjudged liable to the Corporation, or (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in such person's official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

10.3 **Prerequisites; Process**. Indemnification of Officers or Trustees pursuant to this Article shall be granted by the Corporation only after a determination by the Board of Trustees that indemnification is proper in the circumstances because such Trustee or Officer has met the applicable standard of conduct set forth herein. Indemnification of persons other than Trustees or Officers pursuant to this Article shall be granted by the Corporation only as authorized in the specific case by the Board of Trustees, which shall include, without limitation, a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth herein. Any authorization of indemnification, and any determination pursuant to this subsection that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth herein shall be made by either (i) the Board of Trustees, where both the minimum quorum required to hold a meeting of the Board of Trustees and a majority of the Board of Trustees who vote in favor of such authorization and determination consists of Trustees who are not, at the time of the vote, parties to the applicable proceeding, or (ii) if such a quorum or vote cannot be obtained, by majority vote of a committee duly designated by the Board of Trustees, the vote for which designation may include Trustees who are parties to the applicable proceeding, which committee consists solely of two (2) or more Trustees who are not, at the time of the committee vote, parties to the applicable proceeding, or (iii) by special legal counsel selected either by the Board of Trustees in the manner described in subsection (i) hereof or a committee of the Board of trustees designated and acting in the manner described in subsection (ii) hereof, or if such a quorum or vote cannot be obtained and such a committee of the Board of Trustees cannot be designated, by majority vote of the full Board of Trustees, which vote may include Trustees who are parties to the applicable proceeding.

10.4 **Payment of Expenses**. Expenses (including attorneys' fees) reasonably and actually incurred by a person who is a party to such a proceeding may be paid or reimbursed by the Corporation in advance of final disposition of the proceeding if:

i) the person furnishes to the Corporation a written affirmation of such person's good faith belief that such person has met the standard of conduct required herein;

ii) the person furnishes to the Corporation a written unlimited general undertaking, which need not be secured and may be accepted without reference to financial ability to make repayment, executed

personally or on such person's behalf, to repay the advance if it is ultimately determined that such person did not meet such standard of conduct; and

iii) a determination is made, in the manner described in Section 10.3 above, that the facts then known to those making the determination would not preclude indemnification under this Article.

10.5 **Non-Exclusive Remedy**. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; shall continue as to a person who has ceased to be serving in the position which gave rise to the indemnification; and shall inure to the benefit of heirs, executors and administrators of such a person.

10.6 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

10.7 **Settlement of Claims**. No provision of this Article is intended to, nor shall it prevent, a settlement by the Corporation prior to final adjudication of any claim against the Corporation, including, without limitation, any claim for reimbursement or indemnification under this Article, when such settlement appears to be in the best interests of the Corporation.

ARTICLE XI
PRONOUNS

All pronouns and any variations thereof appearing in these By-Laws shall be deemed to refer to the masculine, feminine, neuter, singular and plural as the identity of the person or persons may require.

ARTICLE XII
AMENDMENTS

These By-Laws shall be reviewed periodically by the Secretary and dated to indicate the time of such review. The Secretary shall submit his findings of review to the Trustees for consideration and action. These By-Laws may be altered, amended or repealed in whole or in part by the Trustees at any meeting the notice for which stated the substance of the proposed changes.

Adopted: March 27, 2015

Secretary

EXETER HEALTH RESOURCES, INC.
AMENDED AND RESTATED BY-LAWS

ARTICLE I
THE CORPORATION

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1.2 **Corporate Seal.** The Board of Trustees may adopt and alter the seal of the Corporation.

1.3 **Fiscal Year.** The fiscal year of the Corporation shall end on September 30.

1.4 **Mission**. The mission of the Corporation is to improve the health of the community. This mission will be principally accomplished without compromising the Corporation's sustainability by supporting the provision of health services and information to the community by the affiliated companies of the Corporation.

ARTICLE II
MEMBERS

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2.2 **Honorary Members**. The Board of Trustees may designate certain persons or groups of persons as Patrons or Sustaining Associates, or Contributing Members in accordance with their past service or contributions to the Corporation. Such persons shall serve in an honorary capacity and shall in such capacity have no right to attend or vote at any meeting of the Board of Trustees of the Corporation, and shall have no other rights or responsibilities.

ARTICLE III
BOARD OF TRUSTEES

3.1 **Powers and Responsibilities**. The affairs of the Corporation shall be managed by its trustees (the "Trustees" or the "Board of Trustees"), which may exercise all the powers of the Corporation in accordance with its legal and ethical responsibilities. Trustees are expected to attend all meetings of the Board of Trustees and any committees of the Board of Trustees to which they are appointed.

3.2 **Number and Composition**. The Board of Trustees shall consist of a number not to exceed fifteen (15) persons. Of this number, all but two (2) persons shall have been elected (the "Elected Trustees") as provided in Section 3.3 herein. The President of the Corporation and, subject to Section 3.4 herein, the President of the Medical Staff of Exeter Hospital shall serve as ex-officio Trustees (the "Ex-Officio Trustees"), who shall be entitled to be present and to vote on all matters coming before the Trustees, except with respect to matters involving an Ex-Officio Trustee's rights, responsibilities and compensation by the Corporation , which shall require action by the independent Trustees, as described and in the manner set forth in Section 3.9 herein). Elected Trustees shall be at least twenty-one (21) years of age and shall be elected to serve on the basis of their demonstrated awareness of the purposes and objectives of the

Corporation and their demonstrated capabilities in leadership and governance. A "vacancy" in the Board of Trustees shall be deemed to exist if (i) a Trustee dies, resigns, or is removed; or (ii) at any time there are fewer than thirteen (13) Elected Trustees in office. Any vacancy may be filled by the Board of Trustees. A person elected to fill a vacancy described in (i) above shall serve for the remainder of the unexpired term which he filled, unless he earlier resigns, is removed, or is disqualified. A person elected to fill a vacancy described in (ii) above shall serve until the next annual meeting of the Corporation, unless he earlier resigns, is removed, or is disqualified. Following election to fill a vacancy, a Trustee shall be eligible for re-election for the maximum number of full, consecutive terms as set forth in Section 3.3 below. The Board of Trustees shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies.

3.3 **Election and Tenure**. Trustees shall be elected by the Board of Trustees to fill the terms of the Elected Trustees whose terms are expiring at the annual meeting of the Corporation, and may be elected to fill vacancies among the Elected Trustees, at the annual meeting of the Corporation or at any meeting of the Board of Trustees at which such election is included in a notice of the meeting. Elected Trustees who have been nominated for re-election shall recuse themselves from voting for their own re-election. Each Elected Trustee shall hold office for a term of two (2) years and until his successor is elected and qualified, or until he sooner resigns, is removed or otherwise becomes disqualified. Elected Trustees are eligible to serve a maximum of five (5) consecutive such terms and after service as a Trustee for such maximum period, are not eligible for re-election until at least one (1) year shall have elapsed; provided, however, that an Elected Trustee who has served five (5) consecutive terms as an Elected Trustee and who serves as Chairperson of the Board of Trustees during all or any part of his fifth consecutive term as an Elected Trustee shall, at the Board of Trustees' discretion, be permitted to serve as an Elected Trustee for an additional full two-year term. Ex-Officio Trustees shall serve until the expiration of their tenure in the positions, which qualify them for such service.

3.4. **Removal**. An Elected Trustee may be removed with or without cause by vote of a majority of the Board of Trustees then in office. The President of the Medical Staff of Exeter Hospital (as Ex-Officio Trustee) may be removed in the same manner and, if so removed, the Trustees shall seek a nomination from the executive committee of the Medical Staff to fill such vacancy. Poor attendance at meetings of the Board of Trustees or of meetings of committees to which appointed, and failure to observe policies adopted by the Board of Trustees, without limitation, shall be grounds for removal. A Trustee may be removed with cause only after notice and reasonable opportunity to be heard.

3.5 **Resignation**. An Elected Trustee may resign by delivering his written resignation to the President or Secretary of the Corporation, or to the Chairman of the Board of Trustees, in each case at the Corporation's principal office address. Such resignation shall be effective upon receipt (unless specified to be effective at some other time).

3.6 **Regular Meetings; Annual Meeting**. Regular meetings of the Board of Trustees may be held at least quarterly at such places and at such times as the Chairman may determine. At least one regular meeting shall occur in February or March and shall be designated as the "annual meeting". At such annual meeting, the Board of Trustees shall (i) elect Trustees and Officers of the Corporation, and (ii) take such other actions as are required annually or as may otherwise properly come before the meeting. No call or notice shall be required for regular meetings of the Board of Trustees except for the annual meeting. The Secretary shall provide notice of the annual meeting to the Board of Trustees at least fifteen (15) days in advance.

3.7 **Special Meetings**. Special meetings of the Board of Trustees may be held at any time and at any place when called by the Chairperson or by two (2) or more Trustees. Notice of the time and place of special meetings of the Trustees shall be given to each Trustee by the Secretary, or if the Secretary is unable, by the Chairperson or his designee, not less than two (2) days before the date of such meeting. Such notice shall specify the purpose or purposes for which the meeting has been called, and no business other than that stated in the notice shall be conducted.

3.8 **Waiver of Notice**. Whenever notice of a meeting is required, such notice need not be given to any Trustee if a written waiver or notice, executed by him (or by his attorney thereunto authorized) before or after the meeting, is filed

with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting.

3.9 **Quorum and Action by Vote**. At any meeting of the Trustees a majority of the Trustees then in office who present in person shall constitute a quorum. Any meeting may be adjourned by a majority vote of the Trustees in attendance cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the votes properly cast by the Trustees present at the meeting shall decide any question, including election of officers, unless otherwise provided by law, the articles of agreement, or these By-Laws; provided, however, that the affirmative vote of seventy-five percent (75%) of the Trustees then in office shall be required to i) change the name of the Corporation; ii) amend the articles of agreement or the By-Laws of the Corporation; iii) sell all or substantially all of the assets of the Corporation or of one or more of the Corporation's wholly-controlled subsidiaries; iii) merge, consolidate or dissolve the Corporation; or iv) merge or dissolve one of the Corporation's wholly-controlled subsidiaries. Whenever any action must be taken by the "independent" members of the Board of Trustees as provided by law, the articles of agreement, these By-Laws, or the Corporation's policies, "independent" shall mean all Trustees except for (i) those employed or contracted for services by the Corporation or any of its subsidiaries or affiliates, (ii) members of the medical staff of Exeter Hospital, and (iii) any other Trustee with a potential conflict of interest with respect to the specific purpose for which a determination of "independent" must be made. In the event of any ambiguity as to whether a particular Trustee is "independent," the executive committee of the Board of Trustees, as defined in Section 4.1 herein, shall make the decision; provided that the particular Trustee, if a member of the executive committee, shall not be present during any discussion unless requested by the remaining members of the executive committee, and shall not vote on such determination.

3.10 **Participation in Meetings by Telephone**. Unless otherwise provided by law or by the articles of agreement, Trustees may participate in a meeting of the Board of Trustees or committee of the Board of Trustees using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

3.11 **Action by Writing**. Any action required or permitted to be taken at any meeting of the Trustees, of the executive committee, or of any other committee of the Board of Trustees, may be taken without a meeting if all the Trustees or, as applicable, all of the members of the executive committee or such other committee, consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a unanimous vote at a meeting of the Board of Trustees or, as applicable, the executive committee or such other committee.

ARTICLE IV
COMMITTEES OF THE BOARD OF TRUSTEES

4.1 **Executive Committee**.

(a) **General role for Corporation Affairs**. There shall be an executive committee which shall consist of the Chairperson of the Board of Trustees (who shall chair the executive committee), the President of the Corporation, and at least three (3) other Trustees appointed by the Chairperson. The executive committee shall regularly meet as determined by the Chairperson. The executive committee shall have the power, to the extent legally permissible and as authorized by the Board of Trustees by policy or otherwise, to transact all regular business of the Corporation between meetings of the Board of Trustees; provided that any action to be taken by the executive committee shall not conflict with the expressed wishes of the Board of Trustees, and that all matters reasonably believed by the executive committee to be of major significance to the Corporation shall be referred to the Board of Trustees.

(b) **Financial Oversight**. The executive committee shall have the sole authority, acting on behalf of the Board of Trustees and reporting to the Board of Trustees at regular intervals or as requested by the Board of Trustees, to oversee all of the investments of the Corporation, including endowments and trust funds, such responsibilities to include decision-making regarding acceptable asset classes and the nature and range of holdings within asset classes, selection of investment managers, the setting of investment performance expectations and monitoring of performance, and the adoption of appropriate written investment policies. The executive committee shall provide copies of all such investment policies to the Board of Trustees at least annually, or more often as requested by the Board of Trustees, and shall promptly notify the Board of Trustees of any amendment to such investment policies. The executive committee shall annually appoint an independent certified public accountant to perform an audit of the accounts of the Corporation and its subsidiaries and affiliates on a consolidated basis. The executive committee shall oversee the financial operations of the Corporation and its subsidiaries and affiliates on a consolidated basis, and shall cause to be prepared and submitted to the Board of Trustees an annual consolidated operating budget of the Corporation and such subsidiaries and affiliates. The executive committee shall monitor the monthly financial statements of the Corporation and such subsidiaries and affiliates and operating budget. The executive committee shall oversee the executive compensation and benefits program of the Corporation and such subsidiaries and affiliates in accordance with an executive compensation policy approved by the Board of Trustees. The executive committee shall review the performance of the Chief Executive Officer of the Corporation and make recommendations to the independent members of the Board of Trustees concerning the Chief Executive Officer's compensation.

(c) **Employee Benefit Plans**. The executive committee shall have the sole authority, acting on behalf of the Board of Trustees, to delegate to senior management any and all responsibilities for employee benefit plans which would normally be reserved to the committee or the Board of Trustees, including and not limited to the selection of service providers and advisors, monitoring and selection of investments, designation that a plan be self-directed as permitted by Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), determination of contribution amounts and funding policies, and amendment, adoption, and termination of any plan or program, except that approval of the Board of Trustees (acting solely through the executive committee) will always be required for any adoption or termination of a plan or any amendment to a plan that would materially create or increase unfunded liabilities, or any significant action which relates to a plan that primarily covers senior management. "Employee benefit plans" include any such plan as described under ERISA, and any fringe benefit or other program which covers employees of the Corporation or any of its subsidiaries or affiliates.

4.2 **Nominating Committee**. A nominating committee shall be appointed annually by the Chairperson of the Board of Trustees. The nominating committee may receive recommendations for new Trustees of the Corporation from any source deemed appropriate. The nominating committee shall present to the Trustees slates of candidates for such new Trustees, taking into consideration qualifications of candidates that may best assist the Board of Trustees to fulfill its responsibilities, and seeking to keep the slate of Trustees up for election or re-election each year approximately equal from year to year to the extent reasonably possible and appropriate. The nominating committee shall not enter the name of any person in nomination for any such offices unless that person shall have given his or her consent.

4.3 **Ad Hoc Committees**. Ad Hoc committees may be appointed by the Chairperson of the Board of Trustees from among the Trustees for such special tasks as circumstances may warrant. Except as otherwise provided by law, the Trustees may delegate to any such committee such of the powers of the Trustees as the Trustees shall specifically confer. All members of such committees shall hold office at the pleasure of the Trustees, and the Trustees may abolish any such committee at any time. Such committees shall limit their activities to the accomplishment of the tasks for which created and appointed. The Trustees shall have power to rescind any action of any such committee, but no such action shall have retroactive effect. Upon completion of the special task for which appointed, such committees shall stand discharged.

ARTICLE V
OFFICERS

5.1 **Number and Composition**. The Board of Trustees annually shall elect a Chairperson and a Vice Chairperson of the Corporation (the "Elected Officers") and from time to time shall appoint a President, Treasurer and Secretary of the Corporation (the "Appointed Officers"), and may elect and appoint such further Officers as the Board of Trustees may determine (together, the "Officers"). A person may hold more than one office, except that no person may serve as both Chairperson and Secretary at the same time. Except for the Chairperson, Vice Chairperson, and President, Elected Officers or Appointed Officers need not be Trustees. If required by the Board of Trustees, any Officer or agent shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Trustees.

5.2 **Election and Tenure**. Each Elected Officer shall hold office until the next annual meeting of the Corporation and until his successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his election, or in each case until he sooner resigns, is removed or otherwise becomes disqualified. Vacancies in elected offices may be filled by the Board of Trustees to hold such office for the remainder of the unexpired term. Each Appointed Officer shall retain his authority at the pleasure of the Board of Trustees.

5.3 **Chairperson and Vice Chairperson**. The Chairperson of the Board of Trustees shall determine an agenda, call, and preside at all meetings of the Board of Trustees, except as the Trustees may otherwise determine in particular circumstances, and shall have such other powers and duties as may be determined by the Board of Trustees. The Chairperson shall serve as an ex-officio member of all committees of the Board of Trustees.

5.4 **President**. The President shall be the Chief Executive Officer of the Corporation selected and appointed by the Board of Trustees and, subject to the control of the Board of Trustees, shall have general charge and supervision of the affairs of the Corporation and all its subsidiaries. The President shall also serve as the Executive Representative of the Board of Trustees in all matters in which the Board of Trustees have not formally designated another person for the purpose.

5.5 **Treasurer**. The Treasurer, who shall be bonded, shall oversee the Corporation's financial affairs, funds, securities and valuable papers and shall cause to be kept full and accurate records thereof. He shall have such other duties and powers as designated by the Board of Trustees or the President. He shall also oversee the Corporation's books of account and accounting records and its accounting procedures. The Treasurer shall cause the accounts of the Corporation to be audited at least annually by a certified public accountant.

5.6 **Secretary**. The Secretary shall record and maintain records of all proceedings of the Board of Trustees in a book or series of books kept for that purpose, which book or books shall be kept at the principal office of the Corporation. Such book or books shall also contain records of all meetings of committees of the Board of trustees and the original, or attested copies, of the articles of agreement and By-Laws and names of all Trustees and the address of each. If the Secretary is absent from any meeting of the Board of Trustees, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

5.7 **Suspension or Removal**. An Officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office.3 at any special meeting called for such purpose or at any regular meeting, subject, however, to the terms of any written contract between such officer and the Corporation. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.8 **Resignation**. An officer may resign by delivering his written resignation to the President, Treasurer or Secretary of the Corporation, to a meeting of the Trustees, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time).

ARTICLE VI
CONFLICT OF INTEREST

The Board of Trustees of the Corporation shall adopt conflict of interest policies requiring disclosure of such conflicts and guidelines for resolution. Such policies shall comply with applicable state and/or federal requirements.

ARTICLE VII
EXECUTION OF PAPERS

Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, except as otherwise may be required by law, or except as set forth in this Section, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, the Treasurer, or the Vice President of Finance if such officer has been appointed, acting singly (each, an "Authorized Officer"). Authorized Officers may establish in the Corporation's name deposit and other accounts with banking and other financial institutions, and may designate other persons as agents to operate any such accounts. Authorized Officers may also delegate to other officers and agents of the Corporation the execution of leases and contracts by which the Corporation may be bound.

ARTICLE VIII
VOTING AS STOCKHOLDER OR MEMBER OF OTHER CORPORATIONS OR ORGANIZATIONS

Unless otherwise provided by the Board of Trustees, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint another person or persons to act as proxy or attorney-in-fact for the Corporation with or without discretionary power or power of substitution, at any meeting of stockholders of any other corporation or organization, any of whose securities are held by the Corporation, or at any meeting of members of any other corporation or organization of which the Corporation is a member, including actions of the Corporation at the annual meetings of such other corporations or organizations to elect their directors or trustees, as the case may be.

ARTICLE IX
PERSONAL LIABILITY

The Trustees, Officers and agents of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE X
INDEMNIFICATION

10.1 **Mandatory and Discretionary Indemnification; Scope**. Subject to the terms of this Article, the Corporation shall indemnify any person who is or was a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or Officer of the Corporation if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Subject to the terms of this Article, the Corporation may indemnify any

person who is or was a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an employee or agent of the Corporation, or, to the extent permitted by law, by reason of the fact that such person is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, if, without limitation, such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification provided by the Corporation pursuant to this Article, if any, shall be against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. Persons seeking indemnification by the Corporation under this Article shall provide prompt written notice to the Corporation specifying the nature of the action or proceeding giving rise to the request for indemnification, and shall have a duty to cooperate with the Corporation in its investigation of the circumstances.

10.2 **Prohibited Indemnification**. Notwithstanding anything in this Article to the contrary, the Corporation shall not indemnify any person (i) in connection with a proceeding by or in the right of the Corporation in which the person was adjudged liable to the Corporation, or (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in such person's official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

10.3 **Prerequisites; Process**. Indemnification of Officers or Trustees pursuant to this Article shall be granted by the Corporation only after a determination by the Board of Trustees that indemnification is proper in the circumstances because such Trustee or Officer has met the applicable standard of conduct set forth herein. Indemnification of persons other than Trustees or Officers pursuant to this Article shall be granted by the Corporation only as authorized in the specific case by the Board of Trustees, which shall include, without limitation, a determination that indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth herein. Any authorization of indemnification, and any determination pursuant to this subsection that indemnification is proper in the circumstances because the person has met the applicable standard of conduct set forth herein shall be made by either (i) the Board of Trustees, where both the minimum quorum required to hold a meeting of the Board of Trustees and a majority of the Board of Trustees who vote in favor of such authorization and determination consists of Trustees who are not, at the time of the vote, parties to the applicable proceeding, or (ii) if such a quorum or vote cannot be obtained, by majority vote of a committee duly designated by the Board of Trustees, the vote for which designation may include Trustees who are parties to the applicable proceeding, which committee consists solely of two (2) or more Trustees who are not, at the time of the committee vote, parties to the applicable proceeding, or (iii) by special legal counsel selected either by the Board of Trustees in the manner described in subsection (i) hereof or a committee of the Board of trustees designated and acting in the manner described in subsection (ii) hereof, or if such a quorum or vote cannot be obtained and such a committee of the Board of Trustees cannot be designated, by majority vote of the full Board of Trustees, which vote may include Trustees who are parties to the applicable proceeding.

10.4 **Payment of Expenses**. Expenses (including attorneys' fees) reasonably and actually incurred by a person who is a party to such a proceeding may be paid or reimbursed by the Corporation in advance of final disposition of the proceeding if:

i) the person furnishes to the Corporation a written affirmation of such person's good faith belief that such person has met the standard of conduct required herein;

ii) the person furnishes to the Corporation a written unlimited general undertaking, which need not be secured and may be accepted without reference to financial ability to make repayment, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that such person did not meet such standard of conduct; and

iii) a determination is made, in the manner described in Section 10.3 above, that the facts then known to those making the determination would not preclude indemnification under this Article.

10.5 **Non-Exclusive Remedy**. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; shall continue as to a person who has ceased to be serving in the position which gave rise to the indemnification; and shall inure to the benefit of heirs, executors and administrators of such a person.

10.6 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

10.7 **Settlement of Claims**. No provision of this Article is intended to, nor shall it prevent, a settlement by the Corporation prior to final adjudication of any claim against the Corporation, including, without limitation, any claim for reimbursement or indemnification under this Article, when such settlement appears to be in the best interests of the Corporation.

ARTICLE XI
PRONOUNS

All pronouns and any variations thereof appearing in these By-Laws shall be deemed to refer to the masculine, feminine, neuter, singular and plural as the identity of the person or persons may require.

ARTICLE XII
AMENDMENTS

These By-Laws shall be reviewed periodically by the Secretary and dated to indicate the time of such review. The Secretary shall submit his findings of review to the Trustees for consideration and action. These By-Laws may be altered, amended or repealed in whole or in part by the Trustees at any meeting the notice for which stated the substance of the proposed changes.

Adopted: March 27, 2015

Secretary