

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(06/24/2016), AMENDMENT(06/27/2013), AMENDMENT(06/22/2009), BUSINESS FORMATION (05/01/2009) as a New Hampshire Nonprofit Corporation of DARTMOUTH-HITCHCOCK HEALTH previously HIHS 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: **613192**

Certificate Number: **4631788**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 23rd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "D. Scanlan", written over a large, stylized flourish.

David M. Scanlan

Deputy Secretary of State

State of New Hampshire

Recording fee: \$25.00
Use black print or type.

Form NP-3
RSA 292:7

AFFIDAVIT OF AMENDMENT OF

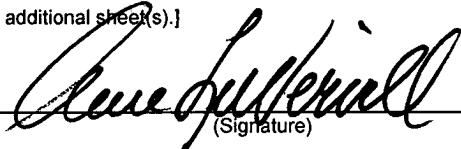
Dartmouth-Hitchcock Health
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Anne-Lee Verville, the undersigned, being the Board Chair
(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held for the purpose of amending the articles of agreement and the following amendment(s) were approved by a majority vote of the corporation's Trustees. (Note 2)

That each of Articles III and IV, inclusive, of the Dartmouth-Hitchcock Health Articles of Agreement as amended and restated, are replaced in their entirety with Articles III and IV attached as Appendix A.

[If more space is needed, attach additional sheet(s).]

A true record, attest:


(Signature)

Print or type name:

Anne-Lee Verville

Title:

Board Chair

Date signed:

6-24-2016

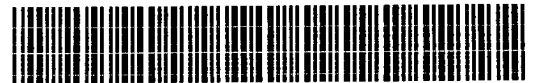
- Notes: 1. Clerk, secretary or other officer.
2. Enter either "Board of Directors" or "Trustees".

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mailing Address - Corporation Division, NH Dept. of State, 107 N H
Physical Location - State House Annex, 3rd Floor, Rm 3

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

State of New Hampshire
Form NP 3 - Affidavit of Amendment 3 Page(s)



T1617644041

APPENDIX A
to
AFFIDAVIT OF AMENDMENT
of
DARTMOUTH-HITCHCOCK HEALTH

1. Article III of the Articles of Agreement is amended by deleting such Article in its entirety and replacing it with the following:

The objects and purposes for which the Corporation is established are:

(a) To operate exclusively for the following charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to herein as the “Code”): to provide health care services to the public and prevent, diagnose, treat and cure human illness through the support and supervision of (a) Dartmouth-Hitchcock Clinic (“DHC”), a voluntary corporation duly existing under the laws of the State of New Hampshire that is an academic group medical practice organization described in sections 501(c)(3) and 509(a)(2) of the Code, (b) Mary Hitchcock Memorial Hospital (“MHMH”), a voluntary corporation duly existing under the laws of New Hampshire that is a hospital described in sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(iii) of the Code, and (c) such other not-for profit organizations that (i) are or shall become members of the health care delivery system affiliated with the Corporation, MHMH and DHC (the “System), and (ii) are dedicated to charitable , scientific and educational purposes and are described in sections 501(c)(3) and 509(a)(1) or (2) of the Code and Regulations promulgated thereunder (individually, DHC, MHMH and any such other organization shall be referred to herein as a “Related Organization,” and collectively shall be referred to herein as the “Related Organizations”).

(b) To serve as the controlling and coordinating organization for the Related Organizations.

(c) To assist the Related Organizations in their operation of the System.

(d) To provide the Related Organizations with services (including without limitation administrative, financial, fundraising, planning and other services) designed to promote, advance and strengthen the Related Organizations in the areas of (i) health care delivery (including multi-disciplinary and regional health care programs), (ii) medical education, (iii) scientific research,

(iv) public health and welfare, and (v) other activities not inconsistent with the purposes of the Related Organizations.

(e) To operate itself exclusively for charitable, scientific and educational objects and purposes and in furtherance of the charitable, scientific and educational objects and purposes now or at any time hereafter fostered by the Related Organizations or in the manner directed by the Board of Trustees pursuant to the bylaws, mission statement, resolutions or other Board-approved actions.

2. Article IV of the Articles of Agreement is amended by deleting such Article in its entirety and replacing it with the following:

In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more of the Related Organizations or to another organization or organizations that will best serve the purposes for which the Corporation is organized: provided, however, that any such organization shall at the time be qualified as an exempt organization under section 501(c)(3) of the Code and classified as a public charity under section 509(a)(1) or section 509(a)(2) of the Code. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for charitable, scientific or educational purposes.

State of New Hampshire

Recording fee: \$25.00
Use black print or type.

Form NP-3
RSA 292:7

AFFIDAVIT OF AMENDMENT OF

DARTMOUTH-HITCHCOCK HEALTH
A NEW HAMPSHIRE NONPROFIT CORPORATION

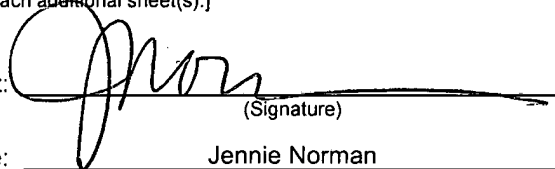
I, Jennie Norman, the undersigned, being the Secretary

(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on June 26, 2013, in Lebanon, New Hampshire (Note 2), for the purpose of amending the articles of agreement and the following amendment(s) were approved by a majority vote of the corporation's Trustees. (Note 3)

That each of Articles I through XI, inclusive, of the Dartmouth-Hitchcock Health Articles of Agreement is amended by replacing them in their entirety with Articles I through XII of the Restated Articles of Agreement attached as Exhibit A.

[If more space is needed, attach additional sheet(s).]

A true record, attest:


(Signature)

Print or type name: Jennie Norman

Title: Secretary

Date signed: June 26, 2013

- Notes: 1. Clerk, secretary or other officer.
2. Town/city and state.
3. Enter either "Board of Directors" or "Trustees".

DISCLAIMER: All documents filed with the Corporation Division are subject to public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

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

State of New Hampshire
Form NP 3 - Affidavit of Amendment 9 Page(s)



T1317810042

RESTATED
ARTICLES OF AGREEMENT
OF
DARTMOUTH-HITCHCOCK HEALTH

ARTICLE I

The name of the Corporation is **"Dartmouth-Hitchcock Health."**

ARTICLE II

The Corporation is not-for-profit.

ARTICLE III

The objects and purposes for which the Corporation is established are:

(a) To operate exclusively for the following charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to herein as the "Code"): to benefit, to perform the functions of, or to carry out the purposes of (a) Dartmouth-Hitchcock Clinic ("DHC"), a voluntary corporation duly existing under the laws of the State of New Hampshire that is an academic group medical practice organization described in sections 501(c)(3) and 509(a)(2) of the Code, (b) Mary Hitchcock Memorial Hospital ("MHMH"), a voluntary corporation duly existing under the laws of New Hampshire that is a hospital described in sections 501(c)(3), 509(a)(1) and 170(b)(1)(A)(iii) of the Code, and (c) such other not-for-profit organizations that (i) are or shall become members of the health care

delivery system affiliated with the Corporation, MHMH and DHC (the "System), (ii) are dedicated to charitable, scientific and educational purposes and are described in sections 501(c)(3) and 509(a)(1) or (2) of the Code and Regulations promulgated thereunder, (iii) are "supervised or controlled in connection with" the Corporation within the meaning of section 509(a)(3)(B)(ii) of the Code and Regulations promulgated thereunder, and (iv) are not controlled directly or indirectly by "disqualified persons" (within the meaning of section 4946(a) of the Code) other than foundation managers (within the meaning of section 4946(b) of the Code) or one or more organizations described in sections 509(a)(1) or (a)(2) of the Code (individually, a "Supported Organization," and collectively, the "Supported Organizations"). It is intended that the Corporation will qualify as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

(b) To serve as the controlling and coordinating organization for the Supported Organizations.

(c) To assist the Supported Organizations in their operation of the System.

(d) To provide the Supported Organizations with services (including without limitation administrative, financial, planning and other services) designed to promote, advance and strengthen the Supported Organizations in the areas of (i) health care delivery (including multi-disciplinary and regional health care programs), (ii) medical education, (iii) scientific research, (iv) public health and welfare, and (v) other activities not inconsistent with the purposes of the Supported Organizations.

(e) To operate itself exclusively for charitable, scientific and educational objects and purposes and in furtherance of the charitable, scientific and educational objects and purposes now or at any time hereafter fostered by the Supported Organizations.

ARTICLE IV

In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more of the Supported Organizations or to another organization or organizations that will best serve the purposes for which the Corporation is organized: provided, however, that any such organization shall at the time be qualified as an exempt organization under section 501(c)(3) of the Code and classified as a public charity under section 509(a)(1) or section 509(a)(2) of the Code. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for charitable, scientific or educational purposes.

ARTICLE V

The business of the Corporation is to be carried on at One Medical Center Drive in the City of Lebanon, Grafton County, New Hampshire, and in such other locations, within or without the State of New Hampshire, as the Trustees may from time to time determine.

ARTICLE VI

Subject to the condition that the Corporation shall act only to further those charitable purposes enumerated in section 501(c)(3) of the Code, the Corporation shall possess and exercise all the powers and privileges granted by the New Hampshire Revised Statutes Annotated, Chapter 292, as amended, or by any other applicable law of the State of New Hampshire, together with all powers necessary or convenient to the conduct, promotion or attainment of the objects and purposes of the Corporation, including but not limited to the following:

- (1) To sue and be sued, complain and defend in its corporate name.
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (3) To make and amend bylaws, not inconsistent with its articles of agreement or with the laws of New Hampshire, for managing the business and regulating the affairs of the Corporation.
- (4) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property.
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in or with shares or other interests in, or obligations of, any other entity.
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligation by mortgage or pledge of any of its property, franchises, or income.
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (9) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity.

(10) To conduct its business, locate offices, and exercise the powers granted by this Article within or without the State of New Hampshire.

(11) To elect Trustees and appoint officers, employees, and agents of the Corporation, define their duties, and fix their compensation.

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(14) To transact any lawful business that will aid governmental policy.

(15) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the Corporation.

Moreover, the Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property and subject to any conditions consistent with the Corporation's status as an organization described in section 501(c)(3) of the Code, so long as the testator or donor has not specified any purpose for any such gift or contribution that is inconsistent with the objectives and purposes of the Corporation. Unless explicitly provided otherwise in writing by a testator or donor, a gift or contribution made to the Corporation will not be an "endowment," as that term is defined in section 292-B:2 of the New Hampshire Uniform Prudent Management of Institutional Funds Act or the corresponding provision of any future New Hampshire law (referred to in these Articles of Agreement as "UPMIFA"), and thus, the Corporation's expenditure or accumulation of such a gift or contribution shall not be subject to the endowment expenditure restrictions set forth in section 292-B:4 of UPMIFA.

ARTICLE VII

The Corporation shall issue no capital stock and it shall have no shareholders.

ARTICLE VIII

The names and addresses of the Incorporators of the Corporation were as follows:

Alfred L. Griggs	One Roundhouse Plaza Northampton, Massachusetts 01060
Michael Goran, M.D.	P.O. Box 997 Bodega Bay, California 94923
Jennie L. Norman	145 Eastside Rd. Harrisville, New Hampshire 03450
Alan C. Keiller	P.O. Box 193 Brownsville, Vermont 05037
Wayne G. Granquist	P.O. Box 111 Weston, Vermont 05161

ARTICLE IX

The governing body of the Corporation shall be a Board of Trustees which shall manage the business and affairs of the Corporation and the members of which shall be the sole members of the Corporation. Vacancies in the Board of Trustees created either by the expiration of the term of a Trustee or by a resignation or removal shall be filled as provided in the Bylaws of the Corporation (hereafter referred to as the "Bylaws"). A Trustee may resign or be removed from office as provided in the Bylaws. The Bylaws shall provide for the number, classes, qualifications, election and tenure of the Board of Trustees.

ARTICLE X

Section 1. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the income or assets of the Corporation shall ever be distributed to or for, or inure to the benefit of, any Trustee or officer of the Corporation, or any private individual or non-exempt organization; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes and distributions may be made to individuals in furtherance of the charitable, scientific and educational purposes of the Corporation. No Trustee or officer of the Corporation, nor any private individual or non-exempt organization, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, except as may be permitted by section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code. The Corporation shall never directly or indirectly participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the

Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642(c), 2055 and 2522 of the Code; therefore, notwithstanding any other provision of these Articles of Agreement, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, (ii) by an organization, contributions to which are deductible under section 170(c)(2), 642(c), 2055 and 2522 of the Code, or (iii) by a voluntary, nonprofit corporation under the laws of the State of New Hampshire as now existing or hereafter amended.

ARTICLE XI

To the fullest extent permitted by law, no Trustee or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee or officer, except as may be set forth in the Bylaws of the Corporation.

ARTICLE XII

These Articles of Agreement may be amended by the affirmative vote of a two-thirds majority of the members of the Board of Trustees of the Corporation then in office; provided, however, that notice of the intent to consider amendment of these Articles, together with a copy of the amendment to be considered, shall have been given to all members of the Board of Trustees then in office at least thirty (30) days prior to the meeting at which the amendment is proposed for adoption.

State of New Hampshire

Recording fee: \$25.00
Use black print or type.
Leave 1" margins both sides.

Form NP-3
RSA 292:7

AFFIDAVIT OF AMENDMENT
OF
HIHS

A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Thomas A. Colacchio, M.D., the undersigned, being the President

(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on June 19, 2009, in Lebanon, New Hampshire (Note 2), for the purpose of amending the articles of agreement and the following amendment(s) were approved by a majority vote of the corporation's Trustees. (Note 3)

Article I is hereby deleted in its entirety and replaced with the following:

Article I: The name of the Corporation is "Dartmouth-Hitchcock Health"

[If more space is needed, attach additional sheet(s).]

A true record, attest:

Thomas A. Colacchio MD
(Signature)

Date signed: June 19, 2009


- Notes:
1. Clerk, secretary or other officer.
 2. Town/city and state.
 3. Enter either "Board of Directors" or "Trustees".

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED ORIGINAL to:
Street, Concord NH 03301-4989.

File a copy with Clerk of the town/city of the principal

State of New Hampshire
Form NP 3 - Affidavit of Amendment 1 Page(s)



T0917331002

DARTMOUTH-HITCKCOCK
1 Medical Center Drive
Lebanon, New Hampshire 03756

June 19, 2009

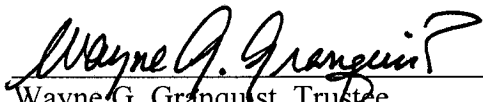
New Hampshire Secretary of State
Corporation Division
State House Annex, 3rd Floor
25 Capital Street
Concord, New Hampshire 03301

Re: HIHS/Dartmouth-Hitchcock Health


To Whom It May Concern:

On behalf of Dartmouth-Hitchcock Clinic and its partner, Mary Hitchcock Memorial Hospital, we hereby consent to HIHS changing its name to Dartmouth-Hitchcock Health.

Please let us know if you have any questions or need additional information.



Wayne G. Granquist, Trustee
Dartmouth-Hitchcock Clinic and



Michael J. Goran, MD, Trustee
Mary Hitchcock Memorial Hospital

DARTMOUTH-HITCHCOCK MEDICAL CENTER
1 Medical Center Drive
Lebanon, New Hampshire 03756

June 19, 2009


New Hampshire Secretary of State
Corporation Division
State House Annex, 3rd Floor
25 Capital Street
Concord, New Hampshire 03301

Re: HIHS/Dartmouth-Hitchcock Health

To Whom It May Concern:

On behalf of Dartmouth-Hitchcock Medical Center, I hereby consent to HIHS changing its name to Dartmouth-Hitchcock Health.

Please let me know if you have any questions or need additional information.



Wayne G. Granquist, Trustee
Dartmouth-Hitchcock Medical Center



DARTMOUTH COLLEGE

OFFICE OF THE GENERAL COUNSEL

Robert B. Donin
GENERAL COUNSEL

14 SOUTH MAIN ST., SUITE 2-C
HANOVER, NEW HAMPSHIRE 03755

(603) 646-0101 FAX: 646-2447

ROBERT.B.DONIN@DARTMOUTH.EDU

June 16, 2009

Hon. William M. Gardner
Secretary of State
State of New Hampshire
State House, Room 204
107 N. Main Street
Concord, NH 03301-4989

Re: Trustees of Dartmouth College / "Dartmouth-Hitchcock Health"

Dear Mr. Gardner:

I understand that articles of incorporation were recently filed with your office for a corporation named "HIHS." I further understand that the incorporators of HIHS wish to change the name of that entity to "Dartmouth-Hitchcock Health." I am writing to inform you that Trustees of Dartmouth College consents to the use of the name "Dartmouth-Hitchcock Health" for that entity.

Please let me know if you have any questions or need any additional information.

Yours very truly,

Robert B. Donin

cc: Neil Castaldo, Esq.
Adam Keller

**ARTICLES OF AGREEMENT
OF
HIHS**

We, the undersigned persons of lawful age, acting as incorporators of a voluntary corporation (hereafter called the "Corporation") under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292, as amended, do hereby adopt the following Articles of Agreement for the Corporation.

ARTICLE I

The name of the Corporation is "HIHS."

ARTICLE II

The Corporation is not-for-profit.

ARTICLE III

The objects and purposes for which the Corporation is established are:

(a) To organize, operate, coordinate and govern a health care delivery system (the "System") in support, promotion and advancement of Mary Hitchcock Memorial Hospital, a New Hampshire voluntary corporation, Dartmouth-Hitchcock Clinic, a New Hampshire voluntary corporation, and such other not-for-profit, voluntary organizations that shall become members of the System, all of which shall be organizations that are dedicated to charitable, scientific and educational purposes and that are described in sections 501(c)(3) and 509(a)(1), (2),



or (3) of the Internal Revenue Code of 1986, as amended, and Regulations promulgated thereunder, or the corresponding provision of any applicable future United States internal revenue law or regulations (such Code and the Regulations hereafter collectively referred to as the "Code").

(b) To serve as the controlling and coordinating organization for the System and its member organizations (the "Provider Organizations").

(c) To provide the Provider Organizations with services (including without limitation administrative, financial, planning and other services) designed to promote, advance and strengthen the Provider Organizations in the areas of (i) health care delivery (including multi-disciplinary and regional health care programs), (ii) medical education, (iii) scientific research, (iv) public health and welfare, and (v) other activities not inconsistent with the purposes of the Provider Organizations.

(d) To operate itself exclusively for charitable, scientific and educational objects and purposes and in furtherance of the charitable, scientific and educational objects and purposes now or at any time hereafter fostered by the Provider Organizations as the Board of Trustees of the Corporation elects to support.

ARTICLE IV

In the event of dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more of the Provider

Organizations or to another organization or organizations that will best serve the purposes for which the Corporation is organized: provided, however, that any such organization shall at the time be qualified as an exempt organization under section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for charitable, scientific or educational purposes.

ARTICLE V

The business of the Corporation is to be carried on at One Medical Center Drive in the City of Lebanon, Grafton County, New Hampshire, and in such other locations, within or without the State of New Hampshire, as the Trustees may from time to time determine.

ARTICLE VI

Subject to the condition that the Corporation shall act only to further those charitable purposes enumerated in section 501(c)(3) of the Code, the Corporation shall possess and exercise all the powers and privileges granted by the New Hampshire Revised Statutes Annotated, Chapter 292, as amended, or by any other applicable law of the State of New Hampshire, together with all powers necessary or convenient to the conduct, promotion or attainment of the objects and purposes of the Corporation, including but not limited to the following:

- (1) To sue and be sued, complain and defend in its corporate name.
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (3) To make and amend bylaws, not inconsistent with its articles of agreement or with the laws of New Hampshire, for managing the business and regulating the affairs of the Corporation.
- (4) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property.
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in or with shares or other interests in, or obligations of, any other entity.
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligation by mortgage or pledge of any of its property, franchises, or income.
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (9) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity.
- (10) To conduct its business, locate offices, and exercise the powers granted by this Article within or without the State of New Hampshire.
- (11) To elect Trustees and appoint officers, employees, and agents of the Corporation, define their duties, and fix their compensation.
- (12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.
- (13) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (14) To transact any lawful business that will aid governmental policy.

(15) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the Corporation.

Moreover, the Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property and subject to any conditions consistent with the Corporation's status as an organization described in section 501(c)(3) of the Code, so long as the testator or donor has not specified any purpose for any such gift or contribution that is inconsistent with the objectives and purposes of the Corporation. Unless explicitly provided otherwise in writing by a testator or donor, a gift or contribution made to the Corporation will not be an "endowment," as that term is defined in section 292-B:2 of the New Hampshire Uniform Prudent Management of Institutional Funds Act or the corresponding provision of any future New Hampshire law (referred to in these Articles of Agreement as "UPMIFA"), and thus, the Corporation's expenditure or accumulation of such a gift or contribution shall not be subject to the endowment expenditure restrictions set forth in section 292-B:4 of UPMIFA.

ARTICLE VII

The Corporation shall issue no capital stock and it shall have no shareholders.

ARTICLE VIII

The governing body of the Corporation shall be a Board of Trustees which shall manage the business and affairs of the Corporation and the members of which shall be the sole members of the Corporation. Vacancies in the Board of Trustees created either by the expiration of the term of a Trustee or by a resignation or

removal shall be filled by an election by the remaining Trustees as provided in the Bylaws of the Corporation (hereafter referred to as the "Bylaws"). A Trustee may resign or be removed from office as provided in the Bylaws. The Bylaws shall provide for the number, classes, qualifications, election and tenure of the Board of Trustees. The initial Board of Trustees shall consist of five (5) persons. The names of the persons who shall serve as Trustees until their successors shall have been elected and qualified are:

Alfred Griggs, Northampton, MA

Michael Goran, M.D., Bodega Bay, CA

Jennie Norman, Harrisville, NH

Alan Keiller, Brownsville, VT

Wayne Granquist, Weston, VT

ARTICLE IX

Section 1. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the income or assets of the Corporation shall ever be distributed to or for, or inure to the benefit of, any Trustee or officer of the Corporation, or any private individual or non-exempt organization; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes and distributions may be made to individuals in furtherance of the charitable, scientific and educational purposes of the Corporation. No Trustee or officer of the Corporation, nor any private

individual or non-exempt organization, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, except as may be permitted by section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code. The Corporation shall never directly or indirectly participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642(c), 2055 and 2522 of the Code; therefore, notwithstanding any other provision of these Articles of Agreement, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, (ii) by an organization, contributions to which are deductible under section 170(c)(2), 642(c), 2055 and 2522 of the Code, or (iii) by a voluntary, nonprofit corporation under the laws of the State of New Hampshire as now existing or hereafter amended.

ARTICLE X

To the fullest extent permitted by law, no Trustee or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee or officer, except as may be set forth in the Bylaws of the Corporation.

ARTICLE XI

These Articles of Agreement may be amended by the affirmative vote of a two-thirds majority of the members of the Board of Trustees of the Corporation then in office; provided, however, that notice of the intent to consider amendment of these Articles, together with a copy of the amendment to be considered, shall have been given to all members of the Board of Trustees then in office at least thirty (30) days prior to the meeting at which the amendment is proposed for adoption.

[The Remainder of this Page Intentionally Is Left Blank]

IN WITNESS WHEREOF, we have hereunto set our hands as Incorporators this 1st of May, 2009.

[See Separately Attached Signature Pages]

City Clerk's Office, City of Lebanon, New Hampshire

Received and recorded this _____ day of May, 2009.

Lebanon City Clerk

The signatures and mailing address of each of the persons associating together to form the Corporation are set forth below:

Mailing Address:

Michael J. Goran, MD

Signature

P. O. Box 997

Michael J. Goran, MD

Name (Please Print)

BODEGA BAY

CA 94923

The signatures and mailing address of each of the persons associating together to form the Corporation are set forth below:

NAME OF PERSON SIGNING

MAILING ADDRESS

CITY AND STATE

Jennie L. Norman
Signature

145 EASTSIDE RD
Mailing Address:

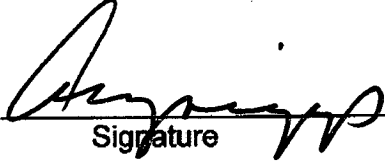
JENNIE L. NORMAN
Name (Please Print)

HARRISVILLE, NH
03450

STATE OF NEW HAMPSHIRE
I, JENNIE L. NORMAN, do hereby certify that the foregoing is a true and correct copy of the signatures and mailing addresses of the persons associating together to form the Corporation as set forth in the foregoing.

WITNESSED my hand and seal of office this _____ day of _____, 19____.

Mailing Address:


Signature

ALFRED L. GRIGGS
Name (Please Print)

ONE ROUNDHOUSE PLAZA

WINTHAMPTON, MA

01060

Mailing Address:

Alan C. Keller

Signature

ALAN C. KELLER

Name (Please Print)

P.O. BOX 193

BROWNSVILLE, VT

05037

Mailing Address:

Wayne G. Granquist
Signature

P.O. Box 111

WAYNE G. GRANQUIST
Name (Please Print)

WESTON, VT 05161
