

APPENDIX A

Home Health & Hospice Care Articles of Agreement

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00

Form No. NP 3
RSA 292:5 & 7AFFIDAVIT OF AMENDMENT
OF**FILED**

JUL 31 1996

HOME HEALTH AND HOSPICE CARE
A NEW HAMPSHIRE NONPROFIT CORPORATION
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

I, Edna Conway, the undersigned, being the secretary of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on June 24, 1996, in Nashua, New Hampshire for the purpose of amending the articles of agreement and the following amendment(s) were approved by the trustees of the corporation:

a majority vote of (CR)

AMENDED AND RESTATED ARTICLES OF AGREEMENT

OF

HOME HEALTH AND HOSPICE CARE

ARTICLE I

The name of the Corporation shall be Home Health and Hospice Care.

ARTICLE II

The purpose for which this Corporation is established and organized and for which it shall be operated exclusively is to provide community health and hospice services that enhance independence and the quality of life. The Corporation shall have the power to do all acts and things reasonably incident or desirable to further such purpose, including the power to receive by purchase, gift, grant, devise, bequest or in any other lawful manner any real or personal property and to hold, use, improve, operate, manage, lease, convey, convert and invest or otherwise dispose of by gift, sale, lease or otherwise any real or personal property; to participate as joint venturer or partner, general or limited, with others in connection with any act or thing in which this Corporation is empowered to engage; and to exercise all general powers conferred by Chapter 292, as amended, provided that the exercise of such powers furthers the purpose of the Corporation and provided further that no part of net earnings of

the Corporation will inure to the benefit of any private individual, no substantial part of the activities of the Corporation will involve the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted by 26 U.S.C. 501(h), and the Corporation will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

The Corporation shall issue no capital stock. It shall have one member: Lahey Hitchcock Clinic, a New Hampshire voluntary corporation. No membership certificate shall be issued.

ARTICLE IV

The principal place of business of the Corporation shall be 22 Prospect Street, Nashua, New Hampshire, or at such other place as the Board of Directors may determine from time to time.

ARTICLE V

In the event of dissolution of the Corporation, the corporate assets shall be distributed only to organizations organized and operated for scientific, educational or other charitable purposes, within the meaning of 26 U.S.C. 501(c) (3), as it may be amended, as determined by vote of the Board of Directors of the Corporation in accordance with the provisions of the Bylaws. No portion of such assets shall be distributed to or inure to the benefit of any officer, director, member or employee of the Corporation or other individual or to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI


The Corporation shall be governed by a Board of Directors in accordance with the Bylaws of the Corporation.

ARTICLE VII

Neither a member of the Board of Directors, the Board of Overseers, or any other board or committee of a board of the Corporation, nor any officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty in such capacity, except for (i) breach of the duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which such person derived an improper personal benefit. Any repeal or modification of this Article shall not adversely affect any right or protection of such person existing at the time of such repeal or modification.

73738-1

A true record, attest:


(Signature)

Date signed

July 31, 1996

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

Form No. NP 3
RSA 292:5 & 7

STATE OF NEW HAMPSHIRE

AFFIDAVIT OF AMENDMENT
OF
HOME HEALTH AND HOSPICE CARE
A NEW HAMPSHIRE NONPROFIT CORPORATION

FILED
AUG 01 1997
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

I, Bonalyn J. Hartley, the undersigned, being the Secretary (Note 2) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting of the corporation's Board of Directors was held on July 21, 1997, in Nashua, NH (Note 3), for the purpose of approving recommendation to the Lahey Hitchcock Clinic, the corporation's sole member, of certain amendments to the articles of agreement for formal adoption, and recommendation of the following amendment(s) was approved by a majority vote of the corporation's Board of Directors:

1. Article III is deleted in its entirety and replaced with the following text:

The Corporation shall issue no capital stock. The Corporation shall have as its members those persons serving as Directors of the Corporation from time to time. No membership certificates shall be issued.

2. Article VI is amended by adding the following text as the new second sentence:

Any provision in the Bylaws of the Corporation notwithstanding, the Board of Directors shall have the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws by majority vote at any meeting duly called of the Board of Directors.

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

A true record, attest:


(Signature)

Date signed August 1, 1997

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

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

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

CERTIFICATE OF SECRETARY

I, Donna L. Cameron, Esq., hereby certify that I am the Secretary of Lahey Hitchcock Clinic, (the "Corporation") a New Hampshire voluntary corporation, and that set forth below is an excerpt of the minutes of a special meeting of the Board of Trustees of the Corporation duly called and held in Merrimack, New Hampshire, on the 21st day of July, 1997, at which Trustees' meeting a quorum was present and acting throughout, which excerpt sets forth the unanimous adoption of the following Vote:

VOTED: That the Chairman of the Board of Trustees, Vice Chairman of the Board of Trustees, the Chief Executive Officer and Secretary be, and they are, and each of them singly hereby is authorized, in the name and on behalf of the Corporation acting in its capacity as sole corporate member of each of the Affiliates, to execute a written consent of the Corporation approving the amendments to the bylaws of the Affiliates and the Articles of Agreement of Hitchcock, SNHRMC and HHHC in the form presented to this meeting, effecting the following changes effective immediately:

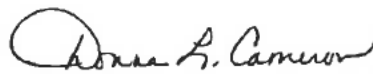
[Unrelated Text Deleted]

D. To amend the Articles of Agreement of Hitchcock, SNHRMC and HHHC as set forth in the attached proposed amendments.

and that attached to such minutes are the proposed amendments to the Articles of Agreement of Home Health and Hospice Care ("HHHC"), a true and correct copy of which is attached hereto.

I further certify that the aforesaid Vote has not been amended or repealed and remains in full force and effect.

Executed under seal this 4th day of August, 1997.



Donna L. Cameron, Esq.
Secretary

HOME HEALTH AND HOSPICE CARE**PROPOSED AMENDMENTS TO AMENDED AND RESTATED
ARTICLES OF AGREEMENT**

1. Article III is deleted in its entirety and replaced with the following text:

The Corporation shall issue no capital stock. The Corporation shall have as its members those persons serving as Directors of the Corporation from time to time. No membership certificates shall be issued.

2. Article VI is amended by adding the following text as the new second sentence:

Any provision in the Bylaws of the Corporation notwithstanding, the Board of Directors shall have the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws by majority vote at any meeting duly called of the Board of Directors.