

Appendix IV(2)
Excerpts of the Parties Purpose Clauses

Mission and Purpose Clauses by Entity

CMC Healthcare System

The purpose for which this corporation is established is:

- (a) To benefit, serve as the sole member of, help carry out the purposes of, and uphold, promote and further the welfare, programs and activities of Catholic Medical Center, Hillcrest Terrace, Alliance Resources, Inc., Catholic Medical Center Physician Practice Associates, Alliance Ambulatory Services and any and all other for-profit and non-profit entities affiliated with Catholic Medical Center (collectively, the "Affiliated Entities"), by exercising the limited reserved powers set forth in Article VIII.
- (b) To help carry out the purposes of, uphold and promote the activities of the Affiliated Entities and other health care and community service facilities in the initiation, development and conduct of programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (c) To help carry out the purposes of, uphold and promote the activities of the Affiliated Entities and other health care and community service facilities in the conduct of educational programs for health professionals and for members of the public, including without limitation programs of continuing medical education, nursing education, residency, training, and community education regarding health, health services, preventive care and fitness.
- (d) To help carry out the purposes of, uphold and promote the activities of the Affiliated Entities and other health care and community service facilities with regard to programs of research to further (i) general health, particularly in the Greater Manchester community and throughout the State of New Hampshire; (ii) the effective delivery of health care services; and (iii) preventive health care and fitness.
- (e) To help carry out the purposes of, uphold and promote the activities of the Affiliated Entities and other health care and community service facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients; and the operation, either directly or indirectly, of one or more health-related programs or facilities, including without limitation the Catholic Medical Center, and other hospitals, neighborhood health centers, retirement or

nursing homes, rehabilitation centers, industrial health facilities, health maintenance organizations, ambulatory surgical facilities and emergency or urgent care facilities.

- (f) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (c)(3) and Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.

Catholic Medical Center

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

- (a) To establish and operate an acute care hospital in the City of Manchester, State of New Hampshire, without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay.
- (b) To do any and all things consistent with the powers granted in the Articles of Agreement of CMC and with the Laws of the State of New Hampshire, including serving as the member of other non-profit corporations or the shareholder of for-profit corporations.
- (c) To maintain its identity as an acute care hospital in the Roman Catholic tradition. As such, CMC will comply with the *Ethical and Religious Directives for Catholic Health Care Services*, the teachings of the Roman Catholic Bishops of the United States of America and the Holy See, as interpreted by the Roman Catholic Bishop of Manchester, New Hampshire (the "Bishop"). CMC will conduct its affairs so as to maintain its listing in the official National Catholic Directory.
- (d) CMC at all times and under all conditions whatsoever, shall be operated so as to qualify as a corporation described in Section 501c(3) of the Internal Revenue Code of 1986, as amended or the corresponding successor section of any future tax code (the "Code"), contributions to which are deductible for federal income tax purposes.
- (e) CMC shall not be operated for the primary purpose of conducting its business for profit. No portion of its assets or earnings shall be used for purposes not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501c(3) of the Code.
- (f) No part or portion of the assets or earnings of CMC shall ever be distributed to or divided among any individuals, including any member, officer, director, or organizer of CMC, or any other private individual within the meaning of the Code.

- (g) No member of the Board of Directors, officer or other member of CMC or its administrative staff shall be individually or collectively liable for any debt or encumbrance of CMC.
- (h) In the event of the complete termination or complete dissolution of CMC, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to CMC Healthcare System or, in the event that CMC Healthcare System no longer exists, to the Bishop.

Catholic Medical Center Physician Practice Associates

The object for which the Corporation is established is:

- (a) To coordinate the provision of physician and hospital care to persons resident in the service area of Catholic Medical Center and to improve the quality, accessibility and cost-effectiveness of such care.
- (b) To initiate, develop and carry out other programs for the benefit of, to perform the functions of or to carry out the purposes of CMC Healthcare System, Catholic Medical Center and other tax exempt, publicly supported health care providers of which CMC Healthcare System is the sole member.
- (c) To engage, subject to the provisions of Article VII, below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

Solely in furtherance of those purposes that qualify the Corporation as exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or any successor provision, this Corporation is authorized to undertake the following activities:

To conduct the businesses and activities authorized hereby in such place or places as it may by its Board of Directors choose and determine, and in that regard to apply for, procure and execute such authorizations, forms, documents and writings, and to pay such fees or charges, as may be necessary under the applicable law of any jurisdiction to the conduct of the Corporation's business therein;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, turn to account or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of capital of the Corporation;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description, including contracts of guaranty and suretyship;

To lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds to loaned or invested; but not to engage in a small loan business;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, lease, exchange, convey, mortgage or otherwise dispose of lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

To pay pensions and establish and carry out pension, profit-sharing, retirement, benefit, incentive and commission plans, trusts and provisions for any or all of its employees, and to provide insurance for its benefit on the life of any of its employees;

To acquire by purchase, subscription or otherwise and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations;

To execute guarantees of indebtedness of any of its affiliated non-profit corporations which are also qualified as organizations exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as from time to time required by bondholders, banks or lending institutions;

To aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the Corporation, or in which the Corporation is in any way interested; and to do any and all other acts and things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, and while the owner of any such stock, bonds or other obligations, to exercise all the rights, powers and privileges of ownership therefor, and to exercise any and all voting powers thereon;

To indemnify and reimburse officers, directors, employees and agents of the Corporation for such costs, expenses and liabilities as may be sustained by such indemnified parties as consequence of their relationship with the Corporation; provided, however, that the person to be indemnified shall not have been finally adjudged by a court or agency of

competent jurisdiction not to have acted in good faith and the reasonable belief that his or her action or failure to act was in or not opposed to the best interests of the Corporation.

To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Agreement, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of New Hampshire upon a voluntary corporation organized under the provisions of Revised Statutes Annotated of New Hampshire, Chapter 292, as amended, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden of any organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, or any successor provision, which would threaten the Corporation's tax exempt status.

Alliance Ambulatory Services

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To own an interest in entities which promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community in general.
- (c) To own an interest in entities which facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients.
- (d) To receive and accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or

permitted under the laws of the State of New Hampshire to promote and attain the foregoing purposes.

- (e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.
- (f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, which is promulgated and revised from time to time by the National Conference of Catholic Bishops, and interpreted by the Roman Catholic Bishop of Manchester (the "Bishop").
- (g) To engage, subject to the provisions of Article VIII below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

Alliance Health Services

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community in general and to own interests in entities which accomplish such purposes.
- (c) To facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients and to own interests in entities which accomplish such purposes.
- (d) To receive and accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such

other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of New Hampshire to promote and attain the foregoing purposes.

- (e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.
- (f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, which is promulgated and revised from time to time by the National Conference of Catholic Bishops, and interpreted by the Roman Catholic Bishop of Manchester (the "Bishop").
- (g) To engage, subject to the provisions of Article VIII below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

Monadnock Community Hospital

The object for which the Corporation is established is to organize and conduct a general hospital or other kindred charitable institutions such as an infirmary, asylum, retreat or sanitarium, with training schools and such other auxiliaries as may be found desirable.

Huggins Hospital

Purposes.

The Corporation is organized exclusively for the purposes set forth in Section 2 of the Act, namely: "to establish and maintain in the town of Wolfeboro an institution for such nursing, care, support, and medical and surgical treatment of sick and disabled people, as are usually provided and furnished by similar institutions ... " The further goals and objectives of the Corporation are set forth in the Corporation's Bylaws.

In limitation of, and not in addition to, the purposes stated above, the Corporation will be operated exclusively in such a manner so that the Corporation remains qualified as an entity exempt from federal income taxation under Section 501(c)(3) of the Code and is not a private foundation pursuant to Section 509(a) of the Code.

Dartmouth-Hitchcock Health

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.