

APPENDIX D

UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION

MINUTES OF ORGANIZATION MEETING

The meeting was held at the offices of Thomas M. Walsh of Colebrook, New Hampshire, at 2:30 P. M. on February 3, 1965. There were present Dr. W. H. Gifford, Redman Gorman, Claude Hebert, Darwin Lewis, Donald McKinnon, Dorothea Noyes, Edwin Roby, and Adrien Thibeault. Dr. W. H. Gifford was chosen temporary chairman of the meeting and Claude Hebert was chosen temporary clerk.

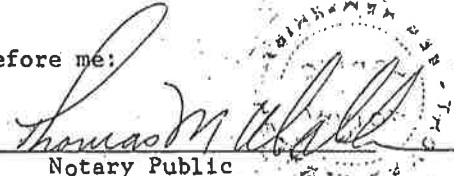
Claude Hebert was duly sworn in before a notary public in open meeting as appears by the following original certificate.

STATE OF NEW HAMPSHIRE
COUNTY OF COOS, SS.

February 3, 1965

Then personally appeared the above-named Claude Hebert and made oath that he would faithfully and impartially perform the duties incumbent upon him as temporary clerk of the first meeting of the incorporators of UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION.

Before me:


Notary Public

The articles of agreement were read and by vote ordered spread upon the minutes of the meeting.

The proposed code of by-laws of the corporation was then presented to the meeting and read. (Copy of by-laws omitted.) This code of by-laws was unanimously adopted.

Upon motion duly made and seconded, it was unanimously voted to proceed to the election of directors provided by the by-laws.

124

Nominations were made and ballots were taken, which resulted in the unanimous election of each of the following persons for the office of director:

Dr. W. H. Gifford, Colebrook, N. H.
Redman Gorman, Lemington, Vermont
Claude Hebert, Columbia, New Hampshire
Darwin Lewis, Colebrook, New Hampshire
Donald McKinnon, Clarksville, New Hampshire
Dorothea Noyes, Stewartstown, New Hampshire
Edwin Roby, Pittsburg, New Hampshire

P. O. Address of the Corporation - Colebrook, New Hampshire

Claude Hebert subsequently was duly sworn in open meeting before a notary public to the office of Clerk, as appears by the following original certificate:

Then personally appeared and made oath Claude Hebert that he would faithfully and impartially perform the duties incumbent upon him as Clerk of UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION.

Before me:


Thomas M. Miller
Notary Public

There being no further business, upon motion duly made and seconded, it was voted to adjourn.

Claude J. Hebert
Clerk

A True Copy Attest:

Thomas M. Miller

UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION

ARTICLES OF AGREEMENT

We, the undersigned, being all of lawful age, do hereby associate ourselves together for the purpose of forming a voluntary corporation under the voluntary corporation and association law, New Hampshire Revised Statutes Annotated, Chapter 292 and amendments thereto.

1. The name of the corporation shall be the UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION.
2. The object of this corporation shall be to contribute to the operation and maintenance of the Coos County Hospital located in the town of Stewartstown, New Hampshire; to promote and to financially assist in scientific research related to the care of the sick and injured insofar as in the opinion of the Board of Directors such research can be carried on in or in connection with the hospital; to participate, so far as circumstances may warrant, in any activity designed and carried on to promote the successful operation of the hospital and/or the general health of the people of the area that it serves; to accept any and all financial grants made by any government, federal, or state or any subdivision thereof and more particularly made by the duly authorized governments of any municipality directly served by the hospital and further to accept any such financial grant

from any person or corporation or the representatives thereof where such grants are made for the objects for which the corporation is formed; to buy, hold, use, mortgage and sell such real and/or personal property as may be necessary or reasonably incident to these purposes; this corporation is organized exclusively for charitable, scientific, and educational purposes as a nonprofit corporation and its activities shall be conducted in such a manner so that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

3. The principal place of business of said corporation is to be at Colebrook, in the County of Coos and State of New Hampshire, but the corporation may carry on its business or any portion thereof at other places within or without the State of New Hampshire.
4. There shall be no capital stock of said corporation as the purpose of the same is not the acquisition of profit and division of the same among its members.
5. The first meeting of the incorporators shall be held at the law offices of Thomas M. Walsh, Colebrook, New Hampshire, on the third day of February, 1965.

Witness our hands and seals this third day of February, 1965.

Name

Address


Dr. W. H. Gifford

Colebrook, N. H.

Redman Gorman
Redman Gorman

Lemington,
Vermont

Claude J. Hebert
Claude Hebert

Columbia,
New Hampshire

Darwin Lewis
Darwin Lewis

Colebrook,
New Hampshire

Donald E. McKinnon
Donald McKinnon

Clarksville,
New Hampshire

Dorothea Noyes
Dorothea Noyes

Stewartstown,
New Hampshire

Edwin Robie
Edwin Robie

Pittsburg,
New Hampshire

Adrien Thibeault
Adrien Thibeault

Canaan,
Vermont

Samuel Kelly Jr.

Bloomfield,
Vermont

128

STATE OF NEW HAMPSHIRE
OFFICE OF THE SECRETARY OF STATE

Filed for record this 26th day
of February, 1965, at 11:30 a.m.
o'clock.

Robert L. Stack
SECRETARY OF STATE.

UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION

ANNUAL MEETING - December 7, 1967

The annual meeting of this Association was held on December 7, 1967, at the Coos County Hospital, in the Town of West Stewartstown, New Hampshire.

Article IX of the by-laws of the Association, relating to Amendments was read to the Association by William H. Gifford and the following two proposed amendments to the by-laws, of which the membership had received due notice, were presented at the meeting.

RESOLVED that Section I of Article II be amended to read as follows:

The object of this Association is to contribute to the operation and maintenance of the Coos County Hospital, located in the Town of Stewartstown, New Hampshire, for so long as, in the opinion of the majority of the directors of this Association, that the Coos County Hospital qualifies as the only medical care institution for the area served by this Association. Upon the decision of the majority of the directors, this Association may undertake the construction of a new hospital and may acquire real estate, contract for the purchase of land, contract for the services of architectural help, contract for construction and any and all things normally necessary to the financing, building and maintenance of said new hospital.

RESOLVED that Article X entitled "Dissolution of the Corporation" be added to the by-laws as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes

2

or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

Upon motion duly made and seconded and by a unanimous affirmative vote of those in attendance it was:

VOTED that Article II, Section I be amended as above stated.

VOTED that Article X "Dissolution of the Corporation" be adopted.

Article II of the "Articles of Agreement" was then read to the meeting and it was proposed that Article II of the "Articles of Agreement" as it appears in the Charter be amended to conform to the amended by-laws and to read as follows:

RESOLVED that Section I of Article II be amended to read as follows:

The object of this Association is to contribute to the operation and maintenance of the Coos County Hospital, located in the Town of Stewartstown, New Hampshire, for so long as, in the opinion of the majority of the directors of this Association, that the Coos County Hospital qualifies as the only medical care institution for the area served by this Association. Upon the decision of the majority of the directors, this Association may undertake the construction of a new hospital and may acquire real estate, contract for the purchase of land, contract for the services of architectural help, contract for construction and any and all things normally necessary to the financing, building and maintenance of said new hospital; to promote and to financially assist in scientific research related to the care of the sick and injured insofar as in the opinion of the Board of Directors such research can be carried on in or in connection with the hospital; to participate, so far as circumstances may warrant, in any activity designed and carried on to promote the successful operation of the hospital and/or the general health of the people of the area that it serves; to accept any and all financial grants made by any government, federal, or state or any subdivision thereof and more particularly made by and the duly authorized governments of any municipality directly served by the hospital and further to accept any such financial grant from any person or corporation or the representatives thereof where such grants are made for the objects for which the corporation is formed; to buy, hold, use, mortgage and sell such real

and/or personal property as may be necessary or reasonably incident to these purposes; the corporation is organized exclusively for charitable, scientific, and educational purposes as a non-profit corporation and its activities shall be conducted in such a manner so that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

Upon motion duly made and seconded and by a unanimous affirmative vote of those in attendance it was voted that the Charter containing the "Articles of Agreement" of the Association be amended as above stated and that the Clerk be directed, Pursuant to 292:7 New Hampshire Laws of 1955, to record a certified copy of this amendment with the Secretary of State for the State of New Hampshire and with the Town Clerk of Colebrook, New Hampshire.

There being no further business to be transacted and upon motion duly made and seconded, it was voted to adjourn.

s/ James A. Kelly
Clerk

A True Copy Attest:

James A. Kelly
Clerk

STATE OF NEW HAMPSHIRE
OFFICE OF THE SECRETARY OF STATE
Filed for record this 31st day of
May, 1968 at 10:45 A.M.

Edward C. Kelley
Deputy Secretary of State

LAW OFFICES OF
THOMAS M. WALSH
FARMERS AND TRADERS BANK BLDG.
COLEBROOK, NEW HAMPSHIRE 03576

TELEPHONE 237-4260

May 23, 1969

Secretary of State
State House
Concord, New Hampshire

Re: Upper Connecticut Valley Hospital Association

Dear Sir:

I enclose, herewith, two (2) Amendments to the Articles of Agreement and to the By-Laws of the Upper Connecticut Valley Hospital Association. These are sent to you for recording there.

After these additions have been made a matter of record, I would appreciate receiving from you a certified copy of the Articles of Agreement as amended together with a copy of the Corporate Charter.

The need for these copies is predicated upon requirements of the Internal Revenue Service as those requirements pertain to our efforts to have this association formally recognized as a non-profit entity.

You are undoubtedly familiar with such requirements and any assistance you can give us towards effectuating our purpose will be appreciated.

Thank you.

Very truly yours,


Thomas M. Walsh

TMW/alt
Enc. (1)

RECEIVED
MAY 27 1969
OFFICE OF
SECRETARY OF STATE

UPPER CONNECTICUT VALLEY HOSPITAL ASSOCIATION

RESOLVED that Section I of Article II be amended to read as follows:

The object of this Association is to contribute to the operation and maintenance of the Coos County Hospital, located in the Town of Stewartstown, New Hampshire, for so long as, in the opinion of the majority of the directors of this Association, that the Coos County Hospital qualifies as the only medical care institution for the area served by this Association. Upon the decision of the majority of the directors, this Association may under take the construction of a new hospital and may acquire real estate, contract for the purchase of land, contract for the services of architectural help, contract for construction and any and all things normally necessary to the financing, building and maintenance of said new hospital; to promote and to financially assist in scientific research related to the care of the sick and injured insofar as in the opinion of the Board of Directors such research can be carried on in or in connection with the hospital; to participate, so far as circumstances may warrant, in any activity designed and carried on to promote the successful operation of the hospital and/or the general health of the people of the area that it serves; to accept any and all financial grants made by any government, federal, or state or any subdivision thereof and more particularly made by and the duly authorized governments of any municipality directly served by the hospital and further to accept any such financial grant from any person or corporation or the representatives thereof where such grants are made for the objects for which the corporation is formed; to buy, hold, use, mortgage and sell such real and/or personal property as may be necessary or reasonably incident to these purposes; the corporation is organized exclusively for charitable, scientific, and educational purposes as a non-profit corporation and its activities shall be conducted in such a manner so that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It shall not be its purpose to engage in carrying on propaganda or otherwise attempting to influence legislation.

RESOLVED that Article X entitled "Dissolution of the Corporation" be added to the By-Laws as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then

- Page Two -

located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

A true Copy - Attest:
Thomas M. Walsh
Notary Public

280

OFFICE OF THE SECRETARY OF STATE

Filed for record this 18 th
day of June 19 69
at 9:00 A.M. o'clock

Edmund C. Kelley
DEPUTY SECRETARY OF STATE

State of New Hampshire

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

Filed
Date Filed: 03/31/2016
Business ID: 65666
William M. Gardner
Secretary of State

Form NP-3
RSA 292:7

AFFIDAVIT OF AMENDMENT OF

Upper Connecticut Valley Hospital Association
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Peter Gosline, the undersigned, being the Chief Administrative Officer
(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was
held on June 25, 2015, in Colebrook (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 Board of Directors (Note 3)


Article 4 shall be amended to read as follows:

ARTICLE 4

There shall be no capital stock of said Corporation as the purpose of the same is not the acquisition of
profit and the division of the same among its members. North Country Healthcare, Inc. shall be the sole
member of the Corporation and shall have those rights set forth in the Corporation's Bylaws.

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

A true record, attest:


(Signature)

Print or type name:

Peter Gosline

Title:

Chief Administrative Officer

Date signed:

2/1/16

- 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 Secretary of State are available for public inspection in either tangible or electronic form.

Mail fee with DATED AND SIGNED COPY
Concord NH 03301-4989. Physical fee \$10.00.

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



T1609145026

Available for

in Main Street,

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

Form NP-3 (6/2009)