

State of New Hampshire

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AFFIDAVIT OF AMENDMENT OF

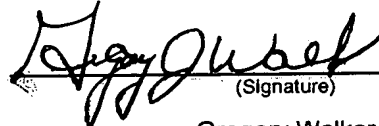
Wentworth-Douglass Hospital
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Gregory Walker, the undersigned, being the President
(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)

The Articles of Agreement are replaced in their entirety and replaced by the attached Amended and
Restated Articles of Agreement effective January 1, 2017 at 12:00 a.m.

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

A true record, attest:


(Signature)

Print or type name: Gregory Walker

Title: President

Date signed: December 30, 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 Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH

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

Form NP-3 (9/2015)

AMENDED AND RESTATED
ARTICLES OF AGREEMENT
OF
WENTWORTH-DOUGLASS HOSPITAL

A NEW HAMPSHIRE NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is Wentworth-Douglass Hospital (the "Corporation").

ARTICLE II. OBJECT AND PURPOSE

2.1 The Corporation is organized exclusively for charitable, educational and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), or the corresponding provision(s) of any future United States Internal Revenue Law ("*Section 501(c)(3)*"), including, more specifically, for the following purposes:

- (a) to provide, directly or through hospital, charitable, scientific, educational, research and other institutions and entities that are controlled directly or indirectly, through sole corporate membership, stock ownership or otherwise by the Corporation (collectively, "*Subsidiary Organizations*"), hospital and other health care services;
- (b) to provide for the diagnosis, treatment and prevention of illness;
- (c) to conduct and support educational, research and other activities relating thereto;
- (d) to improve the health and welfare of all persons;
- (e) to operate the Corporation and the Subsidiary Organizations as an integral part of the comprehensive, integrated health care delivery system (the "*Partners System*") organized and operated by Partners HealthCare System, Inc., a Massachusetts charitable corporation ("*PHS*"), that includes hospital, physician, charitable, scientific, educational, research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise, by PHS (collectively, the "*Partners Affiliated Organizations*");
- (f) to assist and support PHS and the Partners Affiliated Organizations in fulfilling their respective purposes, missions and objectives in a manner consistent with the purposes, missions and objectives of PHS and the Partners System; and
- (g) to engage in and carry on any such other activities consistent with or in furtherance of the above purposes and to have all such powers that are not inconsistent with the provisions of New Hampshire Revised Statutes Annotated ("*R.S.A.*") 292, and R.S.A. 295.

2.2 Notwithstanding any other provisions of these Articles of Agreement, no part of the assets or net earnings of the Corporation shall inure to the benefit of any officer or trustee of the Corporation ("*Trustee*") or any private individual or entity; no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent permitted by Section 510(h) of the Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of any statement), any political campaign on behalf of (or in opposition to) any candidate for public office.

2.3 The Corporation shall not discriminate unlawfully in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, sexual orientation, handicap or otherwise.

ARTICLE III. MEMBERSHIP AND PARTICIPATION

The Massachusetts General Hospital, a charitable corporation organized and existing pursuant to Chapter 180 of the Massachusetts General Laws, shall be the sole member of the Corporation (the "*Member*").

ARTICLE IV. DISPOSITION OF CORPORATE ASSETS

4.1 Upon liquidation or dissolution of the Corporation, after payment of all its liabilities or due provision having been made therefor, all of the assets of the Corporation shall be distributed to one or more New Hampshire organizations described in Section 501(c)(3) of the Code as amended, which are created and operated for the purposes similar to those of the Corporation. No action may be taken by the Member or the Board of Trustees, to dissolve, liquidate, consolidate, merge or transfer all of the assets of the Corporation to other than an organization or organizations which are then organizations exempt from federal income taxation under the Internal Revenue Code, including but not limited to the city of Dover.

4.2 No amendment to the Restated Articles of Agreement of the Corporation, no voluntary liquidation or dissolution of the Corporation or merger or consolidation of the Corporation into or with another entity, and no sale of all or substantially all of the assets of the Corporation may occur without approval by the Member.

ARTICLE V. ADDRESS

The address at which the business of this Corporation is being carried on is 789 Central Avenue, Dover, NH 03820.

ARTICLE VI. CAPITAL STOCK; MEMBERSHIP CERTIFICATE

The Corporation shall not issue any stock. The Corporation shall issue a membership certificate to the Member evidencing its membership in the Corporation.

ARTICLE VII. LIMITATION ON PERSONAL LIABILITY

7.1 No Trustee or officer of the Corporation shall be personally liable to the Corporation or its Member for monetary damages for breach of fiduciary duty as a Trustee or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a Trustee or officer of the Corporation (a) for any breach of the Trustee's or officer's duty of loyalty to the Corporation or its Member, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (c) for any transaction for which the Trustee or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Amended and Restated Articles of Agreement *for the Corporation's Bylaws*, shall apply to or have any effect on the liability or alleged liability of any Trustee or officer of the Corporation for or with respect to any acts or omissions of such Trustee or officer occurring prior to such amendment, modification or repeal.

7.2 The Corporation shall have the power to indemnify its members, trustees, officers, employees, agents, volunteers and other persons to the fullest extent legally permissible, but only to the extent that the status of the Corporation as exempt from federal income tax as an organization described in Section 501(c)(3) of the Code is not affected thereby.