

Appendix A-4

Monadnock Community Hospital Articles of Agreement

**AFFIDAVIT OF AMENDMENT
OF
THE MONADNOCK COMMUNITY HOSPITAL**

A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Norman Makechnie, Esquire, the undersigned, being the Clerk of The Monadnock Community Hospital (“Corporation”), a New Hampshire nonprofit corporation, do hereby certify that a meeting of the Board of Trustees was held on December 7, 2016 for the purpose of amending the articles of agreement and the following amendments were approved by a majority vote of the Corporation’s Trustees for the purpose of amending the Articles of Agreement, as follows:

Article 2B of the Articles of Agreement shall be replaced in its entirety with Article 2B; Articles 6 and 7 shall be added to the Articles of Agreement; Articles 1, 2, 2A, 3, 4 and 5 shall be included, all as set out hereafter.

I further certify that after such amendments, the Articles of Agreement shall read as follows:

ARTICLE 1.

The name of this corporation shall be The Monadnock Community Hospital (“Corporation”).

ARTICLE 2.

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.

ARTICLE 2A.

Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the Board of Trustees shall determine.

ARTICLE 2B.

The sole Member of the Corporation shall be GraniteOne Health, a New Hampshire voluntary corporation that is exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3.

The place in which the business of this Corporation is to be carried on is at 452 Old Street Road, Peterborough, County of Hillsborough, and State of New Hampshire.

ARTICLE 4.

This Corporation is to have no capital stock but can acquire any property by gift or otherwise, transacting its business and holding its property solely for the charitable purposes of its organization and in conducting its business no profit is to in any manner result or accrue to any person by virtue of being a member of the Corporation.

ARTICLE 5.

The first meeting of the incorporators for organization shall be held in the rooms of the First National Bank, in said Peterborough, at four o'clock Friday afternoon, March 28th, 1919.

<u>Names</u>	<u>Post office Address</u>
Robert P. Bass	Peterborough, NH
James F. Brennan	Peterborough, NH
William H. Caldwell	Peterborough, NH
Margaret A. Clement	Peterborough, NH
John W. Derby	Peterborough, NH
Mrs. Elizabeth Cheney Kaufmann	Peterborough, NH
Frederick G. Livingston	Peterborough, NH
Maurice H. Nichols	Peterborough, NH
George D. Pushee	Peterborough, NH
Benjamin F. W. Russell	Weston, MA
Arthur H. Spaulding	Peterborough, NH

ARTICLE 6.

Pursuant to the provisions of NH RSA 292:2, V-a and to the fullest extent permitted under New Hampshire law, each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

ARTICLE 7.

The procedures and policies for the internal governance of the Corporation shall be as set forth in the Corporation's By-laws.

[Signature Page Follows]

A true record, attest: Norman Makechnie
Norman Makechnie, Clerk

Date signed: December 22, 2016

3/25/19

Amended 5/19/46

Amended 6/8/90

Amended 10/1/97

Amended for 2/1/2010

Amended 12/7/2016

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