

AMENDED
ARTICLES OF AGREEMENT
OF
EXETER HOSPITAL

FILED
JUN 4 1985
NEW HAMPSHIRE
SECRETARY OF STATE

(to become known as Exeter Health Resources, Inc.)

ARTICLE I

The name of this corporation shall be Exeter Health Resources, Inc.

ARTICLE II

The principal place of business of the corporation shall be 10 Buzzell Avenue, Exeter, New Hampshire.

ARTICLE III

The object for which this corporation is formed is the support of the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans, to improve the health and welfare of all persons, and to sponsor, develop and promote services and programs which are charitable, educational or scientific and

which address the physical and mental needs of the community at large, provided, however, that the corporation shall not engage in the practice of medicine, and provided further, that it shall operate exclusively for the benefit of Exeter Hospital, Inc. and its affiliated organizations in the conduct of their charitable, educational and scientific functions.

ARTICLE IV

The corporation shall be organized exclusively for charitable, educational and scientific purposes. The corporation shall have, among others, the following powers in furtherance of its corporate purposes:

a. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

b. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

c. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge,

encumber, or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

d. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

e. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

f. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.

g. The corporation may make donations in such amounts as the members, trustees, or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in

time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Internal Revenue Code, which reference shall include all successor provisions thereof), it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

h. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer, trustee or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be

entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

i. In the event that the corporation is determined to be a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Agreement or the Bylaws of the corporation, the following provisions shall apply:

The Governing Board shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Governing Board shall not engage in any of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

j. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that

no such power shall be exercised in a manner inconsistent with the laws of the State of New Hampshire; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation has received under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V

The membership of this corporation shall consist of the persons provided for in the by-laws. The corporation shall have no capital stock.

ARTICLE VI

Upon the liquidation or dissolution of the corporation in accordance with the Bylaws and the law of the State of New Hampshire, after payment of all of the liabilities of the corporation or due provision therefor, 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 of 1954 or any successor provision thereof.

IN WITNESS WHEREOF, the undersigned, being the duly elected and qualified President of Exeter Hospital, a New Hampshire voluntary corporation, hereby certify that the Amended Articles of Agreement in the form attached hereto were approved and adopted upon motion duly made and seconded by the unanimous vote of all members present and voting at a meeting of the corporation held on April 8, 1985 in Exeter, New Hampshire, in accordance with law and the bylaws of the corporation, at which meeting a quorum was present and acting throughout.

Date: May 31, 1985


President

Received and recorded this 3rd day of June, 1985.
Town Clerk's Office, Town of Exeter, New Hampshire.



State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached AMENDMENT TO THE ARTICLES OF AGREEMENT OF EXETER HOSPITAL CHANGING ITS NAME TO EXETER HEALTH RESOURCES, INC. HAVE BEEN RECORDED IN THE RECORDS OF VOLUNTARY CORPORATIONS, VOLUME 1-6, PAGE 384.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 4th day of June A. D. 19...85....

Robert P. Ambrose

Deputy Secretary of State

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached AMENDMENT TO THE ARTICLES OF AGREEMENT OF EXETER HOSPITAL CHANGING ITS NAME TO EXETER HEALTH RESOURCES, INC. HAVE BEEN RECORDED IN THE RECORDS OF VOLUNTARY CORPORATIONS, VOLUME 1-6, PAGE 384.



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Robert P. Ambrose

Deputy Secretary of State

AMENDED
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(to become known as Exeter Health Resources, Inc.)

ARTICLE I

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ARTICLE II

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ARTICLE III

The object for which this corporation is formed is the support of the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans, to improve the health and welfare of all persons, and to sponsor, develop and promote services and programs which are charitable, educational or scientific and

which address the physical and mental needs of the community at large, provided, however, that the corporation shall not engage in the practice of medicine, and provided further, that it shall operate exclusively for the benefit of Exeter Hospital, Inc. and its affiliated organizations in the conduct of their charitable, educational and scientific functions.

ARTICLE IV

The corporation shall be organized exclusively for charitable, educational and scientific purposes. The corporation shall have, among others, the following powers in furtherance of its corporate purposes:

a. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

b. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

c. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge,

encumber, or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

d. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

e. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

f. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.

g. The corporation may make donations in such amounts as the members, trustees, or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in

time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Internal Revenue Code, which reference shall include all successor provisions thereof), it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

h. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer, trustee or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be

entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

i. In the event that the corporation is determined to be a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Agreement or the Bylaws of the corporation, the following provisions shall apply:

The Governing Board shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Governing Board shall not engage in any of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

j. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that

no such power shall be exercised in a manner inconsistent with the laws of the State of New Hampshire; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation has received under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V

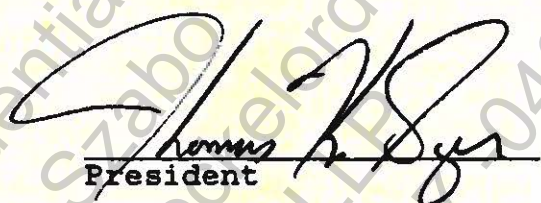
The membership of this corporation shall consist of the persons provided for in the by-laws. The corporation shall have no capital stock.

ARTICLE VI

Upon the liquidation or dissolution of the corporation in accordance with the Bylaws and the law of the State of New Hampshire, after payment of all of the liabilities of the corporation or due provision therefor, 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 of 1954 or any successor provision thereof.

IN WITNESS WHEREOF, the undersigned, being the duly elected and qualified President of Exeter Hospital, a New Hampshire voluntary corporation, hereby certify that the Amended Articles of Agreement in the form attached hereto were approved and adopted upon motion duly made and seconded by the unanimous vote of all members present and voting at a meeting of the corporation held on April 8, 1985 in Exeter, New Hampshire, in accordance with law and the bylaws of the corporation, at which meeting a quorum was present and acting throughout.

Date: May 31, 1985


President

Received and recorded this 3rd day of June, 1985.

Town Clerk's Office, Town of Exeter, New Hampshire.



ARTICLES OF AGREEMENT

OF

EXETER HOSPITAL, INC.

We, the undersigned, being persons of lawful age, do hereby associate together for the purpose of forming a corporation under and by virtue of Chapter 292 (Voluntary Corporations and Associations) of the Revised Statutes Annotated of New Hampshire, and any amendments thereto, under the following Articles of Agreement.

ARTICLE I

The name of this corporation shall be EXETER HOSPITAL, INC.

ARTICLE II

The principal place of business of the corporation shall be 10 Buzzell Avenue, Exeter, New Hampshire.

ARTICLE III

The purposes for which the corporation is formed are as follows: the establishment, operation and maintenance

(i) of a general hospital in Exeter, New Hampshire, for the surgical and medical care of the sick and injured, and

(ii) of medical centers, health care centers, laboratories, clinics, and other medical, surgical, dental, educational, civic and research facilities in Exeter and in other cities and towns; the advancement of the knowledge and practice of education and research in medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans; and the improvement of public health in cooperation with federal, state, municipal, and other health departments and offices.

ARTICLE IV

The corporation shall be organized exclusively for charitable, educational and scientific purposes. The corporation shall have, among others, the following powers in furtherance of its corporate purposes:

a. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

b. The corporation may solicit and receive contributions from any and all sources and may receive and

hold, in trust or otherwise, funds received by gift or bequest.

c. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

d. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

e. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

f. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.

g. The corporation may make donations in such amounts as the members, trustees, or directors shall determine,

irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as amended (hereinafter referred to as the Internal Revenue Code, which reference shall include all successor provisions thereof), it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

h. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer, trustee or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements),

any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

i. In the event that the corporation is determined to be a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of agreement or the by-laws of the corporation, the following provisions shall apply:

The governing board shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Governing Board shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

j. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the

purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the laws of the State of New Hampshire; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V

The membership of this corporation shall be as provided for in the by-laws. The corporation shall have no capital stock.

ARTICLE VI

Upon the liquidation or dissolution of the corporation in accordance with the Bylaws and the laws of the State of New Hampshire, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to Exeter Health Resources, Inc. if it is then exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or if not so exempt to one or more organizations exempt from federal income tax under said Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine.

IN WITNESS WHEREOF, the undersigned have hereto
subscribed their names this 17th day of May, 1985.

<u>Name</u>	<u>P.O. Address</u>
<u>Elizabeth H. Daffney</u>	<u>2 Oliver Street</u> <u>Boston, Massachusetts 02109</u>
<u>Luis A. Canero</u>	<u>2 Oliver Street</u> <u>Boston, Massachusetts 02109</u>
<u>KE</u> <u>Irish S. Abbott</u>	<u>2 Oliver Street</u> <u>Boston, Massachusetts 02109</u>
<u>Rick Robert Le Carty</u>	<u>2 Oliver Street</u> <u>Boston, Massachusetts 02109</u>
<u>BKG</u> <u>Bernard H. Alden</u>	<u>2 Oliver Street</u> <u>Boston, Massachusetts 02109</u>

Received and recorded this 22 day of May, 1985.

Town Clerk's Office, Town of Exeter, New Hampshire:

J. Muddus W. Linnig John Clark
page # 21

EH Exeter Hospital

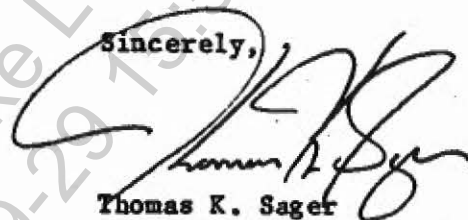
10 Buzell Avenue, Exeter, N.H. 03833
603-778-7311

May 21, 1985

Secretary of State
Hazen Drive
Concord, New Hampshire 03301

Exeter Walk-in Medical Services hereby consents to the use of the name Exeter Hospital, Inc., being a Corporation soon to be organized under Chapter 292 of the Laws of New Hampshire.

Sincerely,



Thomas K. Sager
Exeter Walk-in Medical
Services

TKS/11

EH Exeter Hospital

10 Buzell Avenue, Exeter, N.H. 03833

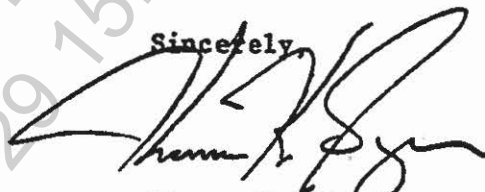
603-778-7311

May 21, 1985

Secretary of State
Hazen Drive
Concord, New Hampshire 03301

Exeter Hospital Associates hereby consent to the use of the name Exeter Hospital, Inc., being a corporation soon to be organized under Chapter 292 of the Laws of New Hampshire.

Sincerely,



Thomas K. Sager
Exeter Hospital Associates

TKS/11

EH Exeter Hospital

10 Buzell Avenue, Exeter, N.H. 03833
603-778-7311

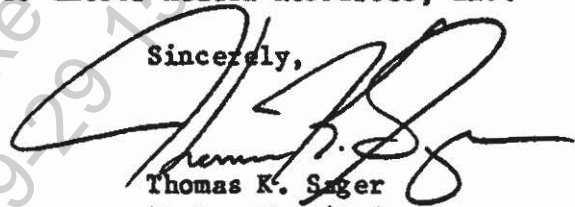
May 21, 1985

Secretary of State
Hazen Drive
Concord, New Hampshire 03301

Exeter Hospital hereby consents to the use of the name Exeter Hospital, Inc., being a corporation soon to be organized under Chapter 292 of the Laws of New Hampshire.

Exeter Hospital further states its intention to file amended Articles of Association during the first week of June, whereby the name of the Corporation will be changed to Exeter Health Resources, Inc.

Sincerely,



Thomas K. Sager
Exeter Hospital

TKS/11