

## APPENDIX A

### Mascoma Articles of Agreement

# State of New Hampshire

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

Form NP-1  
RSA 292:2

## ARTICLES OF AGREEMENT OF A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, being persons of lawful age, associate under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 by the following articles:

FIRST: The name of the corporation shall be MASCOMA COMMUNITY HEALTHCARE, Inc.

SECOND: The object for which this corporation is established is:

- (a) To provide outpatient primary health and dental service in underserved areas for medically underserved populations as a community clinic.
- (b) To develop, promote, and manage health and dental care facilities, services, and programs with emphasis on comprehensive health care, preventive medicine and health maintenance.
- (c) To work to keep the cost of healthcare affordable for all people in the communities it serves.
- (d) To educate the public in the principles of health protection and promote other projects in the interest of the public's health.
- (e) To promote mutually acceptable and satisfying relationships between the corporation and other providers of health care so as to develop an efficient and effective delivery of health care.
- (f) To participate in and cooperate with any governmental agency or other organization engaged in similar or like activities.
- (g) To engage in such other activities as directed by the Board.

THIRD: The provisions for establishing membership and participation in the corporation are:

No Members. The corporation shall have no members. Any action for which there is no specific provision in the New Hampshire Voluntary Corporations Law applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

After a public nominating process, the Board of Directors shall select at least Board members from the population of medical and dental consumers using the services of the Corporation.

FOURTH: The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

The property of the corporation is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the corporation, its assets remaining after payment or adequate provision for payments of all debts and obligations of the corporation shall be distributed in accordance with the plan of liquidation to an organization which is organized and operated exclusively for charitable purposes, exempt from federal income tax under Section 501(c)(3) of the Code, as the Board of Directors may select. In any event, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual.



FIFTH: The address at which the business of this corporation is to be carried on is \_\_\_\_\_

1169 US Route 4 in Canaan, NH, County of Grafton and State of New Hampshire.

SIXTH: The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

NONE (The Board of Directors is the Member)

SEVENTH: Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is (Note 1) NONE

EIGHTH: Signatures and post office address of each of the persons associating together to form the corporation: (Note 2)

<u>Signature and Name</u>		<u>Post Office Address</u>		
1.	<p><u>[Signature]</u> Signature <u>STEPHEN T. WARD</u> Name (please print)</p>	<p><u>18 W SHORR Rd</u> Street <u>Canaan NH 03741</u> City/Town State Zip</p>		
2.	<p><u>[Signature]</u> Signature <u>PETER THURBER</u> Name (please print)</p>	<p><u>19 High Street</u> Street <u>Canaan NH 03741</u> City/Town State Zip</p>		
3.	<p><u>[Signature]</u> Signature <u>Carolyn Barney</u> Name (please print)</p>	<p><u>950 Grass Pond Rd</u> Street <u>Canaan NH 03741</u> City/Town State Zip</p>		
4.	<p><u>[Signature]</u> Signature <u>Alice Schori</u> Name (please print)</p>	<p><u>402 Choate Road</u> Street <u>Canaan NH 03741</u> City/Town State Zip</p>		
5.	<p><u>[Signature]</u> Signature <u>MARIE WAGNETTE</u> Name (please print)</p>	<p><u>54 BLAIR ROAD</u> Street <u>Canaan NH 03741</u> City/Town State Zip</p>		

- Notes: 1. If no provision eliminating or limiting personal liability, insert "NONE".  
2. At least five signatures are required.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and SIGNED ORIGINALS to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989. Physical location: 25 Capitol Street, 3<sup>rd</sup> Floor, Concord, NH 03301.

FIFTH: The address at which the business of this corporation is to be carried on is \_\_\_\_\_  
1169 US Route 4 in Canaan, NH, County of Grafton and State of New Hampshire.

SIXTH: The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:  
NONE (The Board of Directors is the Member)

SEVENTH: Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is (Note 1) NONE

EIGHTH: Signatures and post office address of each of the persons associating together to form the corporation: (Note 2)

<u>Signature and Name</u>	<u>Post Office Address</u>
1. <u>[Signature]</u> Signature <u>BARBARA BIRSELY</u> Name (please print)	<u>283 GRAFTON TURNPIKE RD</u> Street <u>CANAAN NH 03741</u> City/Town State Zip
2. <u>[Signature]</u> Signature <u>David Beaufait</u> Name (please print)	<u>29 Maple St</u> Street <u>Enfield, NH 03748</u> City/Town State Zip
3. <u>[Signature]</u> Signature <u>Sharon L Duffy</u> Name (please print)	<u>560 Height of Land Rd</u> Street <u>Grafton NH 03240</u> City/Town State Zip
4. <u>[Signature]</u> Signature <u>JOURNAL CARR</u> Name (please print)	<u>280 Sawyer Hill, Canaan NH 03741</u> Street <u>280 SAWYER HILL, CANAAN, NH 03741</u> City/Town State Zip
5. <u>[Signature]</u> Signature <u>MICHAEL SAMSON</u> Name (please print)	<u>85 RAGGED MT. HIGHWAY</u> Street <u>ALEXANDRIA NH 03222</u> City/Town State Zip

- Notes: 1. If no provision eliminating or limiting personal liability, insert "NONE".  
2. At least five signatures are required.

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# State of New Hampshire

Filed  
Date Filed: 12/09/2014  
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William M. Gardner  
Secretary of State

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

FORM NP-3  
RSA 292:7

## AFFIDAVIT OF AMENDMENT OF

Mascoma Community Healthcare, Inc.  
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Alice Schori, the undersigned, being the Secretary  
(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was  
held on December 8, 2014, in Canaan, NH 03741 (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).

The second Article of Agreement is amended to add the following language:

Said organization is organized and operated exclusively for charitable, religious, educational, and  
scientific purposes, including, for such purposes, the making of distributions to organizations that qualify  
as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or  
corresponding section of any future federal tax code.

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

A true record, attest: Alice Schori  
(Signature)  
Print or type name: Alice Schori  
Title: Secretary, Board of Directors  
Date signed: 8 Dec. 2014

- Notes: 1. Clerk, secretary or other officer.  
2. Town/city and state.  
3. Enter either "Board of Directors" or "Trustees".

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public inspection in either tangible or electronic form.

Mail fee with **DATED AND SIGNED ORIGINAL** to: Corporation Division  
Concord NH 03301-4989. Physical location: 25 Capitol Street, 3<sup>rd</sup> Fl

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

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



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