

APPENDIX D

HealthFirst Articles of Agreement

FILED**Articles of Incorporation**

APR 23 1996

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

The undersigned incorporators, being natural persons of 18 years or older, and desiring to form a voluntary corporation pursuant to RSA Chapter 292, do so by hereby signing, verifying and delivering the attached Articles of Incorporation to the Secretary of State.

1. The name of the corporation shall be: Health First Family Care Center.
2. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 c (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code, and to provide primary health care and related prevention, educational and human services to the residents of the Greater Franklin/Twin Rivers region of New Hampshire.
3. The corporation will not have any members
4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for this payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively 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 1986, as amended (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
5. The corporation's principle place of business shall be located in an office at 760 Central Street, Franklin, NH 03235.
6. The corporation shall not have any corporate stock, shares or membership certificates.

7. No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of his/her fiduciary duties as a director and/or officer of the corporation, except as to liability: (i) for any breach of such director's and/or officer's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) for any transaction from which such directors, officers derived an improper personal benefit. The provisions of this Article shall be construed such that, to the fullest extent permitted by New Hampshire RSA 292 as the same exists or may hereafter be amended, directors and officers of this corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duties as a director and/or officer of the corporation. Any repeal or modification of the foregoing paragraph by the directors of the corporation shall not adversely affect any right or protection of any director or officer of the corporation existing at the time of such repeal or modification.
8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 c (3) of the Internal Revenue of 1986 (or corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 c (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law).

NAME OF CORPORATION

HealthFirst Family Care Center

Form No. NP 1
RSA 292:2

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

- | <u>Signatures and Name</u> | <u>Post Office Address</u> |
|---|---|
| 1. <u>Jeanne M. Martin</u>
Signature
<u>JEANNE M. MARTIN</u>
Name (please print) | <u>61 LAKE STREET</u>
Street
<u>BRISTOL NH 03222</u>
City/Town State Zip |
| 2. <u>David A Knapp</u>
Signature
<u>DAVID A KNAPP</u>
Name (please print) | <u>759 Stage Rd</u>
Street
<u>Sambornton NH 03269</u>
City/Town State Zip |
| 3. <u>Ralph Littlefield</u>
Signature
<u>RALPH LITTLEFIELD</u>
Name (please print) | <u>561 OCEAN BLVD</u>
Street
<u>HAMPTON NH 03842</u>
City/Town State Zip |
| 4. <u>Walter A. Strauch</u>
Signature
<u>WALTER A. STRAUCH</u>
Name (please print) | <u>113 BROOK RD</u>
Street
<u>SAMBORNTON NH 03269</u>
City/Town State Zip |
| 5. <u>Donna W. Tetley</u>
Signature
<u>Donna W. Tetley</u>
Name (please print) | <u>56 Sherwood Drive</u>
Street
<u>Hooksett, NH. 03106</u>
City/Town State Zip |

City/Town Clerk's office, City/Town of KRANEWIN
Received and recorded this 12TH day of MARCH 1996.
(Note 4)

Elaine S. Rayno
City/Town Clerk's Signature
ELAINE S. RAYNO
City/Town Clerk's Name (Please Print)

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
 2. If no provision eliminating or limiting personal liability, insert "NONE".
 3. At least five signatures are required.
 4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

April 11, 1996

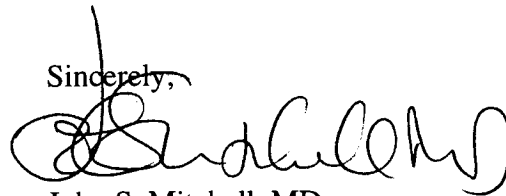
Richard D. Silverberg
Director Primary Care
760 Central Street
Franklin, NH 03235

Dear Mr. Silverberg,

I, John S. Mitchell, MD, do hereby give my written consent for Health First Family Care Center, located in Franklin, NH to use this name as it is very similar to HealthFirst that is registered under my name, located at 141 Main Street, Salem NH.

I have no objection that the name Health First Family Care Center, be used by an outpatient health clinic in Franklin, New Hampshire.

Sincerely,

A handwritten signature in cursive script, appearing to read "John S. Mitchell", written in black ink.

John S. Mitchell, MD

CONSENT TO USE OF NAME

FAMILIES FIRST OF THE GREATER SEACOAST, a corporation duly organized under the laws of the State of New Hampshire, hereby consents to the use of the name HEALTH FIRST FAMILY CARE CENTER by a corporation to be formed under the laws of the State of New Hampshire.

{NAME OF EXISTING
CORPORATION GIVING
CONSENT}

Families First of the Greater

Seacoast
By: Helen B. Telford

Name: Helen B. Telford

Its: Executive Director

Dated: December 8, 1995

FAMILY HEALTH FIRST, P.C.
BOX 1269, WOLFEBORO N.H. 03894
603-569-1441
BOX 487, CENTER OSSIPEE N.H. 03814
603-539-7421

August 3, 1995

Richard Silverberg, M.D.
Health First Family Care Center
760 Central Street
Franklin, N.H. 03235

Dear Dr. Silverberg:

This letter acknowledges your intent to name your group medical practice Health First Family Care Center. As you recognize this name is very similar to our corporation name Family Health First, P.C. We will not object to your group name because of the distance between our two practices. I would ask however that in doing business with others, ie insurance companies, medical supply vendors and state agencies that our practices not be confused.

If I can be of further assistance, please give me a call.

Good luck!



Ellen Laase, ARNP

State of New Hampshire

Filed
Date Filed: 03/14/2016
Business ID: 248976
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

Health First Family Care Center
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, James Wells, the undersigned, being the President of the Board (Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on February 24, 2016, in Franklin, NH (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)

Articles of Incorporation filed with the NH Secretary of State are to be amended to correct spelling of corporation name to match IRS non-profit registration.

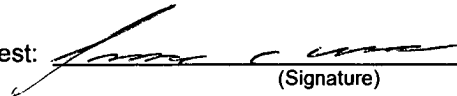
Original Articles; Article 1. "The name of the corporation shall be: Health First Family Care Center"

The original article 1 is hereby amended to read as follows;

Article 1. The name of the corporation shall be: HealthFirst Family Care Center, Inc.

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

A true record, attest:


(Signature)

Print or type name:

James Wells

Title:

Board President

Date signed:

24 February 2016

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

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



T1A07505007

become public records and will be available for

Division, Department of State, 107 North Main Street,
3rd Floor, Concord, NH 03301.

Business.

Form NP-3 (6/2009)