

FILED

OCT 05 1998

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

ARTICLES OF AGREEMENT

OF

NORTH COUNTRY HEALTH CONSORTIUM

A NEW HAMPSHIRE VOLUNTARY CORPORATION

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292, BY THE FOLLOWING:

**Article 1.** The name of the corporation shall be North Country Health Consortium.

**Article 2.** The objects for which this corporation is established are:

a. To accomplish any lawful business whatsoever, including, acting on behalf of the Members with respect to functions delegated by them to the Company. Such delegated functions shall include:

- (1) providing education to health care providers and the community on appropriate health related topics;
- (2) developing and operating a research and data collection system which will allow for the coordination and analysis of community needs and resources to facilitate their appropriate utilization and effective outcomes;
- (3) providing access to a network of rural community health care providers; and
- (4) such other lawful business which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its assets/

b. To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the New Hampshire Act.

c. To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

The corporation shall have the power to do all acts and things reasonably incident or desirable to further such purposes, including the power to receive by purchase, gift, grant devise, bequest or in any other lawful manner any real or personal property and to hold, use, improve, operate, manage, lease, convey, convert and invest or otherwise dispose of by gift, sale, lease or otherwise any real or personal property, and to participate as joint venturer or partner with others in connection with any act or thing in which this corporation is empowered to engage.

The corporation is organized and shall be operated exclusively for purposes for which an organization may be exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 3.** The members of this corporation shall be persons who are accepted into membership by the Board of Directors and who demonstrate their support for the corporation and its purposes. The Board may require the payment of dues as a condition of membership and may establish the amount of such dues. The Board of Directors may terminate, with or without cause, the membership of any member, and shall be the final judge in all cases of membership status. The participation of members in the affairs shall be as set forth in the corporation's bylaws, as amended from time to time. The Board of Directors shall be responsible for maintaining a roster of current members; persons whose names appear on the roster shall be deemed to be holders of membership certificates for the purpose of exercising rights reserved to holders of such certificates in RSA 292.

**Article 4.** The provisions for disposition of the corporate assets in the event of dissolution of the corporation are:

Upon the dissolution of the corporation, the assets shall be distributed to the members then in existence which at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or any successor provision of federal tax law). If distribution cannot be made to the above organizations under the conditions set forth above, then the assets shall be distributed as determined by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the United States government, or to a state or local government, for a public purpose.

**Article 5.** (a) No part of the net earnings of the corporation and no part of the assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons or be appropriated for any purposes other than the purposes of the corporation as herein set forth, 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.

(b) 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 (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article 6.** The address at which the business of this corporation is to be carried on is: North Country Health Consortium, 25 Mount Eustis Road, Littleton, New Hampshire 03561.

**Article 7.** The corporation shall have no capital stock.

**Article 8.** No director or officer of the corporation shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or an officer except with respect to:

(1) Any breach of the director's or officer's duty of loyalty to the corporation or its members;

(2) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Any transaction from which the director, officer, or both, derived an improper personal benefit.

If under New Hampshire law, a voluntary corporation may exempt directors and officers from additional liability than that set forth above, the directors and officers of the corporation shall be so exempted.

**Article 9.** The bylaws of the corporation may be amended only by a majority vote of the members.

**Article 10.** These Articles of Agreement may be amended by majority vote of the members at a meeting duly called for that purpose and by recording a certified copy of such vote as specified in RSA 292:7. No amendment to these Articles of Agreement shall be voted upon until an opinion of legal counsel has been obtained and presented to the members describing the impact, if any, of the proposed amendment upon the corporation's tax-exempt status.

**Article 11.** The signatures and mailing address of each of the persons associating together to form the corporation are set forth below:

| <u>Signature and Name</u>  | <u>Mailing Address</u>   |
|--|--|
| 1. <u>Mary E. Ruppert</u><br>Signature <u>[Signature]</u><br><u>Mary E. Ruppert</u><br>Name (Please print) <u>LEE F. CARROLL</u> | <u>North County Home Health Agency</u><br><u>536 Cottage Street</u><br><u>Littleton, NH 03561</u>                                |
| 2. <u>ARTHUR A. PROBERT</u><br>Signature <u>[Signature]</u><br>Name (Please print)   | <u>Androscoggin Valley Mental Health</u><br><u>+ Developmental Services</u><br><u>3 Tulpin Street</u><br><u>Berlin, NH 03570</u> |
| 3. <u>Norrene Williams</u><br>Signature <u>[Signature]</u><br>Name (Please print)  | <u>Ammonoosuc Community Health Services</u><br><u>25 Mt. Eustis Rd.</u><br><u>Littleton, NH 03561</u>                            |
| 4. <u>Adele D. Woods</u><br>Signature <u>[Signature]</u><br>Name (Please print)  | <u>Cook County Family Health Services</u><br><u>54 Willow Street</u><br><u>Berlin, NH 03570</u>                                  |
| 5. <u>Margaret McClellan</u><br>Signature <u>[Signature]</u><br>Name (Please print)  | <u>Androscoggin Valley Home Care Services</u><br><u>78 1/2 Main Street</u><br><u>Berlin, NH 03570</u>                            |

6. [Signature]  
Signature

Androscoggin Valley Hospital  
59 Payne Hill  
Berlin, NH 03570

Donald F. Saunders  
Name (Please print)

7. [Signature]  
Signature

Tri-County Community Action Program  
30 Exchange Street  
Berlin, NH 03570

Laura M. Kelly  
Name (Please print)

8. \_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please print)

9. \_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please print)

10. \_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please print)

11. \_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please print)

City/Town Clerk's Office, City/Town of Littleton  
Received and recorded this 1<sup>st</sup> day of October, 1998.

Judith F. White  
City/Town Clerk's Signature

Judith F White  
City/Town Clerk's Name (Please Print)