

Appendix C-1

Draft Articles of Dissolution and Plan of Dissolution

DISSOLUTION OF
GRANTEONE HEALTH (the "GOH")

PROPOSED DISSOLUTION: _____, 2023

DOCUMENT AGENDA

1. Proposed Resolutions for the Board of Trustees of GOH (if Board votes done by meeting, 2/3rds vote required pursuant to RSA 292:10-a, I).
2. Plan of Dissolution and Satisfaction of Debt.
3. Statement of Dissolution for filing with the New Hampshire Secretary of State (New Hampshire Secretary of State Form NP-5).
4. Letter notification to New Hampshire Charitable Trust Unit Re Dissolution (Reg.3601).
5. Final Tax Return, including Schedule N, Liquidation, Termination, Dissolution, or Significant Disposition of Assets (To be completed by CMC or its accountants post-dissolution and liquidation-Due to IRS by _____, 2023 assuming a _____, 2023 Dissolution).
6. Application for Registration of Trade Name of "GraniteOne Health" and Consent of Use of Name (if necessary).

**PROPOSED RESOLUTIONS FOR A MEETING
OF THE BOARD OF TRUSTEES
OF
GRANITEONE HEALTH**

RESOLVED: That it is in the best interests of GraniteOne Health (“GraniteOne”) to dissolve as of _____, 2023 in accordance with the GraniteOne’s Articles of Agreement, as amended, GraniteOne’s By-laws, as amended and restated from time to time, and Section 292:10-a, I of the New Hampshire Revised Statute Annotated (the “Act”).

RESOLVED: To adopt and approve the Plan of Dissolution and Satisfaction of Debt attached hereto as Exhibit A (the "Plan of Dissolution") and to authorize the dissolution of GraniteOne pursuant to the Plan of Dissolution, the GraniteOne’s Articles of Agreement, as amended, GraniteOne's Bylaws, as amended and restated from time to time, and Section 292:10-a of the Act.

RESOLVED: That GraniteOne is hereby authorized to pay all of its creditors prior to its dissolution in accordance with the Plan of Dissolution and to transfer all of its remaining assets, if any, to Catholic Medical Center, Huggins Hospital, and Monadnock Community Hospital (the “Affiliated Hospitals”), pursuant to the Plan of Dissolution.

RESOLVED: That to the extent that they deem such action necessary or desirable, the GraniteOne Trustees and Corporate Officers are hereby jointly and severally authorized and empower to grant any consent or waive any conditions precedent to any obligations of GraniteOne.

RESOLVED: To authorize and direct the Officers and Trustees of GraniteOne to pay all of its known debts, costs, expenses, taxes and obligations of GraniteOne, and to set aside a reserve fund in an amount estimated by the Officers of GraniteOne, if deemed necessary, to be reasonably necessary for the payment of all unascertained or contingent liabilities, costs and expenses of GraniteOne, in accordance with the Plan of Dissolution.

RESOLVED: To authorize and direct the Officers and Trustees of GraniteOne to take all appropriate and necessary action and to execute, deliver and where appropriate file all necessary documents to dissolve GraniteOne in accordance with the Plan of Dissolution, GraniteOne 's Articles of Agreement, as amended, GraniteOne's By-laws, as amended and restated from time to time, and the laws of the State of New Hampshire including, but not limited to, filing a Statement of Dissolution with the Secretary of State of New Hampshire.

Exhibit A

GraniteOne Health Plan of Dissolution and Satisfaction of Debt

EXHIBIT A

PLAN OF DISSOLUTION AND SATISFACTION OF DEBT OF GRANITEONE HEALTH

1. Purpose of Plan. This Plan of Dissolution and Satisfaction of Debt (this "Plan of Dissolution") is intended to be a plan of complete liquidation and dissolution of GraniteOne Health, a New Hampshire voluntary corporation (the "GraniteOne").

2. Discharge of Liabilities. Prior to any liquidating distribution, the Corporate Officers and Trustees of GraniteOne shall pay all known, ascertainable and enforceable liabilities, debts and obligations of GraniteOne, and all other known costs, expenses, and taxes (including the costs and expenses of liquidation, dissolution and distribution of the assets of GraniteOne), and shall set aside a reserve fund in an amount estimated by the Officers of GraniteOne to be reasonably necessary for the payment of all unascertained or contingent liabilities, costs and expenses of GraniteOne.

3. Complete Liquidation and Distribution. On or before _____, 2023, after giving effect to Section 2 hereof, the Officers of GraniteOne shall effect and complete the liquidation of all of the assets and properties of GraniteOne. Such assets and properties shall be assigned and transferred to Catholic Medical Center, Huggins Hospital, and Monadnock Community Hospital (the "Affiliated Hospitals"), as directed and authorized by the Articles of Agreement of GraniteOne, as amended, its By-laws, as amended and restated from time to time, and the Board of Trustees of GraniteOne pursuant to this Plan of Dissolution and shall be used to operate a hospital in the Greater Manchester area, and provide health care without pecuniary gain and without distinction as to race, color, creed, sex or ability to pay. In all events, the complete liquidation and distribution of GraniteOne and all of its assets and properties shall be completed by _____, 2023.

4. Dissolution. The Officers of the Corporation are authorized to execute and file with the New Hampshire Secretary of State such documents as may be deemed necessary or appropriate to dissolve GraniteOne pursuant to the laws of the State of New Hampshire. In addition, if such Officers deem it necessary or if required by applicable law, they shall cause notice of the dissolution of GraniteOne to be mailed to each known creditor of GraniteOne, and are authorized to take such further action as they deem appropriate in order to effect such dissolution.

5. Further Action. The Officers of GraniteOne are authorized and directed to carry out the provisions of this Plan of Dissolution, and to take such further action and see to the preparation, execution and filing of such further documents and instruments, as may be necessary or appropriate to effect the purposes and transactions contemplated by this Plan of Dissolution.

**PLAN OF DISSOLUTION AND SATISFACTION OF DEBT
OF
GRANITEONE HEALTH**

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Print

Reset

State of New Hampshire

No filing fee.
Use black print or type.

Form NP-5
RSA 292:10-a

STATEMENT OF DISSOLUTION OF

GraniteOne Health ("GOH")
A NEW HAMPSHIRE NONPROFIT CORPORATION

We, the undersigned, being the Treasurer and a majority of the Directors (or Trustees) of the above New Hampshire nonprofit corporation, do hereby certify that:

1. At a meeting of the members or stockholders of said corporation, a UNANIMOUS vote (Note 1) of all the members or stockholders was adopted, of which the following is a true copy:

See Attached.

2. The plan for distribution of the corporation's assets and satisfaction of its obligations is as follows:

See attached Plan of Dissolution and Satisfaction of Debt.

Signed under the penalties of perjury.

	Signatures	Print or Type Names
Treasurer	_____	Marie McKay
Director or Trustee	_____	Rick Botnick
Director or Trustee	_____	Joseph Graham
Director or Trustee	_____	Matthew Albuquerque
Director or Trustee	_____	Andy Crews
Director or Trustee	_____	Les MacLeod
Director or Trustee	_____	Cynthia McGuire
Director or Trustee	_____	Maria Mongan
Director or Trustee	_____	Marcia Ober
Director or Trustee	_____	Jeremy Roberge
Director or Trustee	_____	Keith Stahl, MD
Director or Trustee	_____	Alexander J. Walker, Esq.

Note 1. A CHURCH must have a UNANIMOUS vote and must state that all members eligible to vote voted for dissolution. ALL OTHER NONPROFIT CORPORATIONS must have a TWO-THIRDS vote. (See RSA 292:10-a I and II)

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

Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH



_____, 2023

SENT VIA EMAIL AND FIRST CLASS MAIL

Michael Haley, Assistant Attorney General
Charitable Trusts Unit
Office of the Attorney General
33 Capitol Street
Concord, New Hampshire 03301

Re: Notification of Dissolution of GraniteOne Health, Registration No. 30567

Dear Attorney Haley,

GraniteOne Health ("GOH") is a New Hampshire voluntary corporation and recognized tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. On behalf of GOH, this letter is providing you with notification that effective _____, 2023, GOH will be dissolved and completely liquidated. All debts and obligations will be paid prior to its dissolution. The remaining assets, if any, will be distributed to the affiliated hospitals, Catholic Medical Center, Huggins Hospital, and Monadnock Community Hospital (the "Affiliated Hospitals"), pursuant to GOH's Articles of Agreement, as amended, in furtherance of its tax-exempt purposes. GOH has no restricted assets. A copy of the Statement of Dissolution and Plan of Dissolution and Satisfaction of Debt is enclosed for your records.

We will provide you with copies of the filed documents, as well as the final tax return when they are available.

If you have any questions or concerns, then please feel free to call me at (603) 314-7582. Thank you.

Very truly yours,

Jason E. Cole, Esq.
General Counsel & Vice President

Enclosures

Cc: Alexander J. Walker, Esq., President & CEO

 100 McGregor Street Manchester NH 03102-3770 603.668.3545 CatholicMedicalCenter.org
a member of GraniteOne Health

State of New Hampshire

Filing fee: \$50.00
Use black print or type.

Form TN-1
RSA 349

APPLICATION FOR REGISTRATION OF TRADE NAME

(PLEASE TYPE OR PRINT CLEARLY)

1. Business name: GraniteOne Health
(Name **cannot include "INC."** or other corporate designation)
2. Business address: 100 McGregor Street Manchester NH 03102
No. & Street City / town State Zip
- Mailing address (if different): _____
No. & Street City / town State Zip
3. Brief description of kind of business to be carried on (and if known, list the NAICS Code and Sub-Code): OTHER / charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

4. Date business organized: _____

- 5-A. **BUSINESS APPLICANT:** If the applicant is a corporation or other entity, list corporation's or entity's exact name and include title of person signing. If more space is needed for additional entity applicants, please attach additional sheet(s).

Catholic Medical Center

Entity name (type or print)

100 McGregor Street

No. Street

Manchester

Town/City

NH 03102

State Zip

AUTHORIZED SIGNATURE

Matthew Kfoury, Secretary

Signer's name and title (type or print)

- 5-B. **INDIVIDUAL APPLICANTS:** Please type or print applicants' name(s), address(es) and include signature. If more space is needed for additional individual applicants, please attach additional sheet(s).

1. _____
Type or print name No. Street
- _____
SIGNATURE Town/City State Zip
2. _____
Type or print name No. Street
- _____
SIGNATURE Town/City State Zip

Business E-Mail: _____

Business Phone: (603) 663-8760

____ Please check if you would prefer to receive the Reminder Notice by email.

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

Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH

Consent to Use of Name

I, Alexander J. Walker, Jr., Esq., being the Manager of GraniteOne Health, a voluntary corporation (the "GraniteOne"), in the name of and on behalf of GraniteOne, does hereby consent to the use of the name "GraniteOne" for the purposes of promoting _____
_____.

Dated this _____ day of _____ 2023.

GraniteOne Health

By: _____
Alexander J. Walker, Jr. , its duly
authorized President & CEO