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ARTICLES OF ASSOCIATION
OF
THE RANNIE WEBSTER FOUNDATION

We, the undersigned, being persons of lawful age, do hereby associate ourselves together for the purpose of forming a voluntary corporation under the provisions of Chapter 292 of New Hampshire Revised Statutes Annotated, and all amendments thereto, known as the Voluntary Corporation Law of New Hampshire, under the following Articles of Association.

ARTICLE I

The name of the corporation shall be the "RANNIE WEBSTER FOUNDATION".

ARTICLE II

(a) The purposes for which this corporation is established shall be the following:

1. To establish, construct, maintain and operate geriatric facilities and a home for aged and invalid persons, who, by reason of old age, accident or bodily infirmity, or through lack of means shall be unable to properly and adequately provide for their own care, subsistence and needs;

2. To contribute its assets and to provide funds to assist in the operation of any other corporation or corporations engaged in activities the same as or similar to those described in item 1 above, provided that each such corporation is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

subsequent Federal tax laws and provided further that contributions to said corporation or corporations are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws;

3. To purchase or otherwise acquire, hold, own, sell, encumber, mortgage lease or otherwise deal in and with property of all kinds, real or personal, tangible or intangible, including without limitation, goods, wares, furniture, equipment, supplies and merchandise of any description and the securities and obligations of any issuer, whether or not incorporated; to finance and arrange the financing and borrowing of funds of any type necessary or convenient for the purposes of acquisition, construction, remodeling or reconstruction of any kind of any buildings and structures, and acquisition of any personal property or services; to carry on any or all of the business of the corporation as principal, agent or contractor: to carry on any other business incidental to and in furtherance of the foregoing; to have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the Voluntary Corporation Law of New Hampshire; to do any or all things hereinbefore set forth in the same extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire; provided, however, that all of the activities and actions set forth in this item 3 shall be carried out strictly in furtherance of those corporate purposes set forth in items 1 and 2 above.

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(b) Notwithstanding any other provisions of these articles to the contrary, the corporation shall not carry on any 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 of 1954 (or the corresponding provision of any subsequent Federal tax laws or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws).

ARTICLE III

The principal place of business of this corporation shall be in the Town of Rye, New Hampshire.

ARTICLE IV

Notwithstanding anything to the contrary in these articles, all of the activities and actions of the corporation shall be limited and restricted by the following provisions:

(a) 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 II 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 any candidate for public office.

(c) The corporation shall distribute its 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 of 1954, or corresponding provisions of any subsequent Federal tax laws, except to the extent that said distribution is excused in the corporation's taxable years in which the corporation constitutes an "operating foundation" under Section 4942 of said Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

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or corresponding provisions of any subsequent Federal tax laws.

(h) The corporation shall not distribute, expend or otherwise utilize any portion of its assets or income for the use of the State or of any of its political subdivisions.

(i) In extending its services to persons using the facilities of the corporation, and in all of its other activities, the corporation will not engage in any activity in violation of the Civil Rights Act, including, but not limited to, any act of discrimination based on race, color, sex or national origin.

ARTICLE V

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no Corporate Member, Trustee or Officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property held or received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed subject to the Decree of Dissolution from the Superior Court in and for the County of Rockingham in accordance with Chapter 292, RSA, as amended, to the Crotched Mountain Center, in Greenfield, County of Hillsboro, State of New Hampshire, provided, however, that said Crotched Mountain Center shall at the time of said dissolution and distribution be then engaged in substantial activities of the kind set forth in item 1 of section (a) of Article II of these Articles of Association, and provided further that said Crotched Mountain Center shall be then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding

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provisions of any subsequent Federal tax laws. If for any reason the distribution to Crotched Mountain Center is not made (whether by reason of the cessation of existence or disqualification of said institution, any order of said Superior Court, or otherwise) said assets shall be distributed to any other corporation (or corporations) which carries on substantial activities of the kind set forth in said item 1 of section (a) of Article II of these Articles of Association, and which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, as said Superior Court shall determine.

ARTICLE VI

The corporation will indemnify and reimburse any person made a party to any action, suit or proceeding by reason of the fact that such party, or the person whose legal representative or successor was or is a Trustee or Officer of the corporation, for expenses, including attorney's fees, and such amount of any judgment, money decree, fine, penalty or settlement for which he may have become liable as the Trustees of the corporation shall deem reasonable, actually incurred by him in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which such party, or the person whose legal representative or successor such party is, is finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action or failure to act was in the best interests of the

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corporation, and except in relation to such matters as to which such indemnification would subject the corporation or corporation's management, or both, to any excise or penalty tax under Section 4941(d) or Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to any other Federal or State tax. The corporation, in the discretion of the Trustees of the corporation, is authorized to obtain an insurance policy or policies to insure the corporation against its indemnification obligations set forth in the preceding sentence, and to insure the individual Trustees and Officers of the corporation against loss, liability and expense of the kind described in the preceding sentence, or both, provided that the maintenance of such policy or policies shall not constitute an action which would subject the corporation or its management to any excise or penalty tax under Section 4941(d) or Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to any other Federal or State tax.

ARTICLE VII

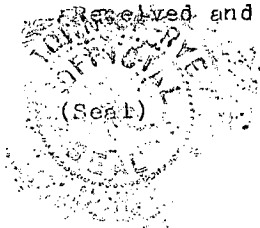
The first meeting of the incorporators shall be held at such time and place as they shall assemble together for that purpose.

The Incorporators of the Rannie Webster Foundation, charitable
voluntary corporation organized under New Hampshire Revised Statutes
Annotated Chapter 292 as amended.

<u>Name</u>	<u>Post Office Address</u>
<u>Sidney T. Hewes</u> Sidney T. Hewes	41 Pine Lake Village, Jensen Beach Florida 33457
<u>Thomas V. Morris</u> Thomas V. Morris	11 Washington Road Rye, New Hampshire 03870
<u>Everett P. Holland</u> Everett P. Holland	151 Water Street Exeter, New Hampshire 03833
<u>Paul V. Brown</u> Paul V. Brown	1246 South Street Portsmouth, New Hampshire 03833
<u>Robert B. Goss</u> Robert B. Goss	251 Harbor Road Rye, New Hampshire 03870
<u>Nancy L. Rand</u> Nancy L. Rand	395 Wallis Road Rye, New Hampshire 03870
<u>Ralph F. Hammond</u> Ralph F. Hammond	560 South Road Rye, New Hampshire 03870

Town Clerk's Office, Town of Rye, New Hampshire

Received and recorded this 16th day of December 1976.



Leigh Y. Johnston
Leigh Y. Johnston, Town Clerk

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STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

Filed for record this 17th
day of December 1976
at 9:00 A.M. o'clock

William M. Gardner

SECRETARY OF STATE