

STATE OF NEW HAMPSHIRE

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Form No. NP 3
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT
OF
RANNIE WEBSTER FOUNDATION**

A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Marilyn Marchant, the undersigned, being the Secretary of the above named New Hampshire nonprofit corporation, do hereby certify that the attached Amended and Restated Articles of Agreement were approved by a majority vote of the corporation's Board of Directors on December 13, 2006.

Except for the Designated Amendment to the initial Articles, being Articles II through VII (amended and renumbered), and the addition of Articles VIII through XI, the Amended and Restated Articles of Agreement correctly set forth without change the corresponding provisions of the Articles of Agreement, and the Amended and Restated Articles of Agreement together with the Amendment(s) designated herein supersede the original Articles of Agreement and all amendments to the Articles.

See attached Amended and Restated Articles of Agreement

Date signed: December 13, 2006

6/13/06 1:30pm

A true record, attest:

By: *Marilyn V. Marchant*

Name: Marilyn Marchant

Title: Secretary

Signed original to Secretary of State; Signed copy to Town of Rye



AFFIDAVIT OF AMENDMENT
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STATE OF NEW HAMPSHIRE
COUNTY OF ROCKINGHAM
TOWN OF RYE

The foregoing Affidavit of Amendment and Amended and Restated Articles of Agreement attached hereto were received and recorded this _____ day of _____, 2006.

Town Clerk

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December 12, 2006 11:14 AM

**AMENDED AND RESTATED ARTICLES OF AGREEMENT
OF
RANNIE WEBSTER FOUNDATION**

A NEW HAMPSHIRE NONPROFIT CORPORATION

**ARTICLE I
NAME**

The name of this corporation is Rannie Webster Foundation.

**ARTICLE II
ADDRESS**

The principal place of business of this corporation shall be at 795 Washington Road, Rye, Rockingham County, New Hampshire.

**ARTICLE III
PURPOSE**

The objects and purposes for which this corporation is established shall be to provide care for aged men, women and couples, to promote the general charitable purposes of Rannie Webster, as directed by her Will; and without limiting the generality of the foregoing, to acquire, lease, purchase, receive or take by gift, grant, devise, bequest or otherwise and to hold, invest, reinvest, dispose and otherwise deal with property of every kind and description, whether real, personal or mixed, wherever situated, for the uses of the corporation and for the carrying out of the terms of donations and bequests; in general, to do any other act in connection with the foregoing and incident thereto; and to have and exercise all of the powers conferred upon voluntary corporations formed under Chapter 292 of the Revised Statutes annotated of New Hampshire and the Amendments thereto.

Notwithstanding the foregoing, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or education purposes, as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(1) or (2) of the Code;

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation; and no member, trustee, director, or officer shall

be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV MEMBERSHIP

Rannie Webster Holding Corporation shall be the sole member of the Corporation.

ARTICLE V TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees, the members of which shall consist of such persons as may be chosen in accordance with the Corporation's Bylaws and in a manner not inconsistent with these Articles of Agreement, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

ARTICLE VI CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE VII DISSOLUTION

The provisions for disposition of the corporate assets in the event of dissolution of the Corporation are:

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue laws).

Any of such assets not so disposed of shall be disposed of by the Superior Court 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 for such purposes.

ARTICLE VIII LIABILITY OF TRUSTEES OR OFFICERS

The Trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due and payable to them from the Corporation.

To the fullest extent now or hereafter permitted by law, no Trustee or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Trustee or officer. No amendment or repeal of this Article shall have any affect on any right or protection of any Trustee or officer for or with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE IX AMENDMENTS

These Articles of the Corporation may be amended at any meeting of the Board by a majority vote of the Board; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting, and provided further that no such action shall be taken, or, if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's tax exempt qualification under the Code.

ARTICLE X DEFINITIONS

References to the "Internal Revenue Code" or "Code" or to provisions thereof are to the Internal Revenue Code of 1986, as amended at the time in question. References to the "Treasury Regulations," "Regulations" and "Regs." are to the Treasury Regulations under the Code. If, by the time in question, a particular provision of the Code has been renumbered, or the Code has been superseded by a subsequent federal tax law, the reference shall be deemed to be to the renumbered provision or the corresponding provision of subsequent law, unless to do so would clearly be contrary to the purpose of the Corporation as expressed in these Articles of Agreement, and a similar rule shall apply to references to the Regulations.

Dated at Rye, New Hampshire, this 13th day of December, 2006.