

ARTICLES OF AGREEMENT
OF
EXETER HOSPITAL, INC.

FILED
MAY 22 1985
NEW HAMPSHIRE
SECRETARY OF STATE

We, the undersigned, being persons of lawful age, do hereby associate together for the purpose of forming a corporation under and by virtue of Chapter 292 (Voluntary Corporations and Associations) of the Revised Statutes Annotated of New Hampshire, and any amendments thereto, under the following Articles of Agreement.

ARTICLE I

The name of this corporation shall be EXETER HOSPITAL, INC.

ARTICLE II

The principal place of business of the corporation shall be 10 Buzzell Avenue, Exeter, New Hampshire.

ARTICLE III

The purposes for which the corporation is formed are as follows: the establishment, operation and maintenance

(i) of a general hospital in Exeter, New Hampshire, for the surgical and medical care of the sick and injured, and
(ii) of medical centers, health care centers, laboratories, clinics, and other medical, surgical, dental, educational, civic and research facilities in Exeter and in other cities and towns; the advancement of the knowledge and practice of education and research in medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans; and the improvement of public health in cooperation with federal, state, municipal, and other health departments and offices.

ARTICLE IV

The corporation shall be organized exclusively for charitable, educational and scientific purposes. The corporation shall have, among others, the following powers in furtherance of its corporate purposes:

a. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.

b. The corporation may solicit and receive contributions from any and all sources and may receive and

hold, in trust or otherwise, funds received by gift or bequest.

c. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its real or personal property, or any interest therein, wherever situated.

d. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

e. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

f. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.

g. The corporation may make donations in such amounts as the members, trustees, or directors shall determine,

irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as amended (hereinafter referred to as the Internal Revenue Code, which reference shall include all successor provisions thereof), it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

h. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer, trustee or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements),

any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

i. In the event that the corporation is determined to be a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of agreement or the by-laws of the corporation, the following provisions shall apply:

The governing board shall distribute the 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.

The Governing Board shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

j. The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the

purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the laws of the State of New Hampshire; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V

The membership of this corporation shall be as provided for in the by-laws. The corporation shall have no capital stock.

ARTICLE VI

Upon the liquidation or dissolution of the corporation in accordance with the Bylaws and the laws of the State of New Hampshire, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to Exeter Health Resources, Inc. if it is then exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or if not so exempt to one or more organizations exempt from federal income tax under said Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine.

IN WITNESS WHEREOF, the undersigned have hereto
subscribed their names this 17th day of May, 1985.

<u>Name</u>	<u>P.O. Address</u>
<u>Elizabeth F. Gaffney</u> ELIZABETH F. GAFFNEY	2 Oliver Street Boston, Massachusetts 02109
cc <u>Luis A. Canero</u> LUIS A. CANERO	2 Oliver Street Boston, Massachusetts 02109
KE <u>Kirk S. Etherton</u> KIRK S. ETHERTON	2 Oliver Street Boston, Massachusetts 02109
R.C. <u>Robert H. Carty</u> ROBERT H. CARTY	2 Oliver Street Boston, Massachusetts 02109
ERG <u>Brian K. Goldsmith</u> BRIAN K. GOLDSMITH	2 Oliver Street Boston, Massachusetts 02109

Received and recorded this 22 day of May, 1985.

Town Clerk's Office, Town of Exeter, New Hampshire:

William W. [Signature] Town Clerk

Confidential
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Locke Lord LLP
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