

**RESTATED ARTICLES OF AGREEMENT
OF
EXETER HEALTH RESOURCES, INC.**

A NEW HAMPSHIRE NONPROFIT CORPORATION

1. The present name of the corporation is Exeter Health Resources, Inc., which was incorporated on February 27, 1907 as Exeter Cottage Hospital and was amended on February 16, 1923 to Exeter Hospital, and was further amended on June 4, 1985 to Exeter Health Resources, Inc.
2. These Restated Articles of Agreement amend and restate the previous Amended Articles of Agreement and are executed pursuant to the provisions of Chapter 292 of the New Hampshire Revised Statutes.
3. The text of the Restated Articles of Agreement is as follows:

**Article I
Name of Corporation**

The name of this corporation shall be Exeter Health Resources, Inc.

**Article II
Purposes**

The principal place of business of the corporation shall be 5 Alumni Drive, Exeter New Hampshire.

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the corporation:

(a) shall operate for the benefit of, to perform the functions of, or to carry out the purposes of the following health care organizations, each being a Section 501(c)(3) organization recognized as a publicly supported tax-exempt organization under Section 509(a)(1) or Section 509(a)(2) of the Code: Exeter Hospital, Inc., Core Physicians, LLC, and Rockingham Visiting Nurse Association & Hospice (together, the "Supported Organizations"), which support may include support by gift, grant, guarantee, or other means;

(b) shall promote, through the Supported Organizations, the general health of the community, including, without limitation, promoting a core commitment to (i) equitably meeting the health care needs, including behavioral health, of at-risk, underserved, uninsured, and government payer patient populations throughout the New Hampshire communities served by the corporation and its Supported Organizations; and (ii) promote

diversity and representation of underserved populations within the service areas of its Supported Organizations;

(c) shall arrange the provision of health care services to the public; (ii) engage in such other activities as may be necessary or desirable to support or benefit the delivery of health care services to the public, and (iii) may engage in any other charitable activities in any matter connected with or necessary, incidental, convenient or auxiliary to any of the purposes set forth above directly or indirectly to promote the charitable purposes of the corporation and its Supported Organizations; and

(d) engage in any other charitable activities that may be lawfully carried on by a corporation formed under Chapter 292 of the New Hampshire Revised Statutes and which is exempt from taxation under Section 501(c)(3) of the Code.

Article III Members

The Member of the corporation is set forth in the bylaws. The corporation shall have no capital stock.

Article IV Other lawful provisions

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its trustees, subject at all times to the powers of the Member as set forth in the bylaws of the corporation, are as follows:

4.1. The corporation shall have in furtherance of its corporate purposes all such powers as set forth in Chapter 292 of the New Hampshire Statutes as now in force or as hereafter amended, subject to the powers of the Member as set forth in the bylaws of the corporation, and may carry on any operation or activity referred to in Article 2, to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 292 or any other chapter of the New Hampshire Statutes or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2. The authority to make, amend or repeal the Corporation's bylaws shall be reserved to the member.

4.3. Meetings of the trustees (and meetings of any committees elected or appointed by the trustees) may be held anywhere in the United States.

4.4. No trustee or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any

provision of law imposing such liability, except to the extent that such liability arises out of (1) any breach of the director's or officer's duty of loyalty to the corporation or its sole member; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) any transaction from which the director, officer, or both, derived an improper personal benefit.

4.5. (a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its trustees or officers, or who serves at its request as a director, trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 4.5, a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding: (i) not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or (ii) to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, to not have acted in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 4.5.

(b) Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the trustees then in office; or (b) by a majority of the disinterested trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation.

(c) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.4. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(d) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(e) As used in this Section 4.5, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" trustee or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

4.6. (a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any trustee or officer of this corporation, or any concern in which any such trustee or officer has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a “transaction”) of this corporation, and (1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and (2) no such trustee, officer or concern shall be liable to account to this corporation for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. No interested trustee of this corporation may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized, but may participate in discussion thereof.

(b) For purposes of this Section 4.6, the term “interest” shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, overseer, member or beneficiary of any concern; and the term “concern” shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(c) No transaction shall be voided by reason of any provisions of this Section 4.6 which would be valid but for such provisions, so long as the transaction does not violate applicable law, including NH Rev Stat § 7:19-a.

(d) No officer or trustee may engage in any transaction with the Corporation that does not comply with NH Rev Stat § 7:19-a. No person who has a compensation relationship with the corporation may serve as a trustee unless specifically permitted under NH Rev Stat § 7:19-a.

4.7. No part of the assets or net earnings of the corporation shall inure to the benefit of any officer or trustee of the corporation or any individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse for reasonable expenses incurred on behalf of and for the benefit of the corporation); 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 permitted by 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 (or in opposition to) 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.

4.8. If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of these Restated Articles of Agreement or the bylaws of the corporation, the following provisions shall apply:

(a) the income of the corporation for each taxable year shall be distributed for the purposes specified in these Restated Articles of Agreement, at such time and in such manner for

each taxable year, in amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code; and

(b) the corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code, nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code, nor make any investments in such manner which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

4.9 Upon the liquidation or dissolution of the corporation, 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 one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

4.10 The corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, handicap, gender, gender identity, sexual orientation, military status or otherwise.

4.11 All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the New Hampshire Statutes, or any chapter thereof, shall be deemed to refer to said Statutes or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or said Statutes shall be deemed to refer to similar or successor provisions hereafter adopted.

Article V **Effective Date**

[Upon the date of filing of these Restated Articles of Agreement.]