

State of New Hampshire

Department of State

Corporation Division
107 North Main Street
Concord, N.H. 03301-4989
603-271-3246



Enclosed is the acknowledgment copy of your Articles of Agreement. It acknowledges this office's receipt and filing of your documents.

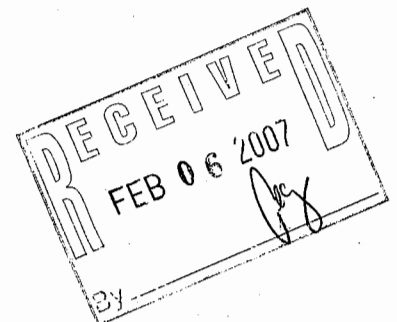
Should you have any questions, you may contact the Corporation Division at the above number or email us at corporate@sos.state.nh.us. Please reference your Business ID # located in the filed section of the enclosed acknowledgement copy of Articles of Agreement.

Please visit our website for helpful information regarding all your business needs.

Regards,

New Hampshire Department of State
Corporation Division

Business ID#: 571587



**ARTICLES OF AGREEMENT
OF
HEALTH STRATEGIES OF NEW HAMPSHIRE, INC.**

We, the undersigned, being persons of lawful age, do hereby associate together for the purpose of forming a nonprofit voluntary corporation (hereafter referred to as the "Corporation") under, by virtue of and in accordance with the provisions of New Hampshire Revised Statutes Annotated ("RSA") Chapter 292, pursuant to the following Articles of Agreement:

ARTICLE I

The name of the Corporation shall be "Health Strategies for New Hampshire, Inc."

ARTICLE II

The initial address at which the business of the Corporation is to be carried on is 14 South Street, Concord, New Hampshire 03301.

ARTICLE III

The Corporation is not-for-profit and shall be organized and operated exclusively for such purposes as allowed to organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), including but not limited to the following: The Corporation exists to improve the health and reduce the burden of illness of the people of the State of New Hampshire by conducting projects, programs, research, data collection and data analysis to address issues and public policies that promote the health of New Hampshire residents and their health care system. The Corporation shall be authorized to undertake activities which are in furtherance of the foregoing purposes, except as may be restricted or prohibited in these Articles of Agreement or by applicable law.



ARTICLE IV

The Corporation shall have and may exercise in furtherance of its objectives and purposes any one or more or all of the rights and powers of a voluntary corporation specified under applicable New Hampshire laws, including RSA 292 and 295 thereof; provided, however, that notwithstanding any other provisions of these Articles of Agreement, the Corporation shall neither have nor exercise any power, nor shall it engage in any activity directly or indirectly, that would invalidate its status as: (a) a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; (b) a corporation contributions to which are deductible under Sections 170(b)(1)(A)(vii), 2055(a) or 2522(a) of the Code, or (c) a not-for-profit voluntary corporation under the laws of the State of New Hampshire. Without limiting the foregoing, no part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. A "pecuniary benefit transaction" (as defined in RSA 7:19-a,I.) between the Corporation and its Directors or officers shall be prohibited unless it is in the best interest of the Corporation and all of the conditions set forth in RSA 7:19-a, II are satisfied.

ARTICLE V

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, and may borrow and lend and may sell, convey, lease, exchange, transfer or otherwise

dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of such property or any interest therein. 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.

ARTICLE VI

The Corporation may expend funds in furtherance of its projects and initiatives, and may make grants, donations or contributions in such amounts as the officers and Directors shall determine, in furtherance of its purposes as set forth in Article III above; provided, however, that as long as the Corporation is entitled to exemption from Federal income tax as an organization described in Section 501(c)(3) of the Code, it shall make no grants, donations or contributions other than for purposes described in said Section.

ARTICLE VII

The governance of the Corporation and the general management of its affairs shall be vested in a Board of Directors comprised of no fewer than five (5) and no more than seven (7) directors (individually, a "Director", collectively, the "Directors"). The exact number, qualifications, term, method of acting and method of election, appointment and removal shall be fixed in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Agreement or the Bylaws, as they may be amended from time to time, the business and affairs of the Corporation shall be managed by its Board of Directors. The Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation, to the maximum degree consistent with the laws of the State of New Hampshire.

ARTICLE VIII

The Corporation may adopt such Bylaws and make such rules and regulations as may be deemed necessary, and may from time to time alter, amend, and modify the Bylaws, or its rules and regulations, as may therein be provided for. These Articles of Agreement may not be amended without the prior approval of at least seventy percent (70%) of the entire Board of Directors and seventy percent (70%) of the entire board of directors of its sole Member, the Endowment for Health, Inc., a New Hampshire non-profit voluntary corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IX

Upon the liquidation or dissolution of the Corporation in accordance with the Bylaws and the laws of the State of New Hampshire, the officers and Directors shall, after making payment of all of the liabilities of the Corporation or due provision therefore, distribute the then remaining assets of the Corporation to its sole member, the Endowment for Health, Inc., or if the Endowment for Health, Inc. is not then an organization exempt from Federal income tax under Sections 501(c)(3) of the Code, to one or more other organizations exempt from Federal income tax under Section 501(c)(3) of the Code whose purpose and mission fulfill as nearly as possible the mission of the Corporation, as the Board of Directors shall determine; provided that no such distribution shall be made in a manner inconsistent with the laws of the State of New Hampshire. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively to one or more other organizations exempt from Federal income tax under Section 501(c)(3) of the Code whose purpose and mission fulfill as nearly as possible the mission of the Corporation, as said court

shall determine. Anything in this Article IX to the contrary notwithstanding, upon liquidation or dissolution of the Corporation, its assets shall be distributed solely to tax-exempt organizations whose exclusive beneficiaries are the people of the State of New Hampshire.

ARTICLE X

The Corporation shall have no capital stock. The Corporation's sole member shall be Endowment for Health, Inc., a New Hampshire non-profit voluntary corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE XI

The Incorporators hereby adopt the provisions of RSA 292:2,V-a: limitation of liability.

ARTICLE XII

No part of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributed to its officers, Directors, 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 III hereof, except as otherwise provided in the Corporation's Bylaws.

ARTICLE XIII

During any period in which the corporation is a "private foundation" as defined in Section 509(a) of the Code, the corporation shall not:

1. Engage in any act of "self-dealing" as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed under Section 4941(a) of the Code;
2. Retain any "excess business holdings" as defined in Section 4943(c) of the Code which would give rise to any liability for the tax imposed under Section 4943(a) of the Code;
3. Make any investment which would jeopardize the carrying out of any exempt purpose of the corporation within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed under Section 4944 of the Code; or
4. Make any "taxable expenditures" as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed under Section 4945(a) of the Code.

During any period in which the corporation is a "private foundation" as defined in Section 509(a) of the Code, the corporation shall distribute with respect to each taxable year in such period an amount at least sufficient to avoid liability for the tax imposed under Section 4942(a) of the Code.

ARTICLE XIV

All references herein to (i) the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) the RSA shall be deemed to refer to said statutes as now in force or hereafter amended, and (iii) particular sections of the Code or the RSA shall be deemed to refer to similar or successor provisions hereafter adopted.

IN WITNESS WHEREOF, the undersigned have hereto subscribed their names this _____
day of _____, 2006.

| <u>Signature and Name</u> | <u>Post Office Address</u> |
|--|---|
| 1. <u>Cynthia J. Dokmo</u> Cynthia Dokmo | PO Box 7483, Milford, NH 03055 |
| 2. <u>Michael Coughlin</u> Michael Coughlin | 111 Church Street, Laconia, NH 03246 |
| 3. <u>Paul Spiess</u> Paul Spiess | 9 Roberts Road, Amherst, NH 03031 |
| 4. <u>Susan Chollet</u> Susan Chollet | 40 Powerbridge Road, Peterborough, NH 03458 |
| 5. <u>James W. Squires</u> James W. Squires, MD | 14 South Street, Concord, NH 03301 |