

ARTICLES OF AGREEMENT
OF
HANOVER NH ROTARY CHARITIES, INC.
(A NEW HAMPSHIRE NONPROFIT CORPORATION)

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER
THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES
ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

Article 1. The name of the corporation shall be:

HANOVER NH ROTARY CHARITIES, INC.

Article 2. The object for which this corporation is established is:

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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) or corresponding provisions of any subsequent federal income tax laws.

The primary purpose of the corporation is to promote, organize and operate fund raising events for educational and charitable purposes, to receive and administer funds for educational and charitable purposes, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the Bylaws of the Corporation, or any laws applicable thereto.

In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do

or exercise under and pursuant to the laws of the State of New Hampshire for the purpose of accomplishing any of the purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers and 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 this Article 2. 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Any other provisions of these Articles notwithstanding:

1. The Corporation will distribute its income from each tax 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, or corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3. The provisions for establishing membership and participation in the corporation are:

All members of the Corporation shall be Rotarians.

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the Corporation, including the prioritization of rights of shareholders and members to corporate assets are:

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 then is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 5. The address at which the business of the Corporation is to be carried on is:

P.O. Box 381, Hanover, New Hampshire 03755

Article 6. The amount of capital stock, if any, or the number of shares or membership certificates, if any, and the provisions for retirement, reacquisition and redemption of those shares or certificates are:

None.

Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, officer, or both, is:

The directors and officers of the Corporation shall be immune from personal liability to the shareholders, members and the Corporation to the maximum extent permitted pursuant to NH RSA 292.

Article 8. Signatures and post office addresses of each of the persons associating together to form the corporation and constituting the initial Board of Directors:

Signatures and Names:

Post Office Address:

Thomas F. Canfield

Signature

Thomas F. CANFIELD

Name (please print)

20 Carnage Lane

Street

Hannover N.H. 03755

City/Town

State

Zip

James K. Bonney

Signature

James K. Bonney

Name (please print)

77 Douglas Hill

Street

Norwich VT 05055

City/Town

State

Zip

Nicholas D. Harvillor

Signature

NICHOLAS D. HARVILLOR

Name (please print)

5 BERRILL FARM

Street

HANOVER, N.H. 03755

City/Town

State

Zip

Leonard K. Cadwallader

Signature

LEONARD K. CADWALLADER

Name (please print)

23 RIP ROAD

Street

Hannover NH 03755

City/Town

State

Zip

Paula A. Parker
Signature

Paula A. Parker
Name (please print)

38 Deussen Ave Dr.
Street

Lebanon, N.H. 03766
City/Town State Zip

Nancy K. Carroll
Signature

Nancy K. Carroll
Name (please print)

345 Campbell Flat Rd.
Street

Norwich VT. 05055
City/Town State Zip

Judson T. Pierson
Signature

Judson T. Pierson
Name (please print)

31 Partridge Road
Street

ETNA NH 03750
City/Town State Zip

The Town Clerk's office of the Town of Hanover has received and recorded the above Articles of Agreement as of this 3rd day of December, 2002.

Sallie B. Johnson
Town Clerk's Signature

Sallie B. Johnson
Town Clerk's Name (Please print)