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## Appendix 2: Articles of Agreement

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State of New Hampshire

Recording fee: \$25.00

Form NP-1  
RSA 292:2

### ARTICLES OF AGREEMENT OF 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 ARTICLES:

FIRST: The name of the corporation shall be Rotary Northeast PETS, Inc.

SECOND: The object for which this corporation is established is to provide leadership training to all incoming club Presidents and Assistant Governors, and other such tasks as it may from time to time decide.

In so far as the provisions of the laws of the State of New Hampshire under which this corporation is incorporated, shall permit, this corporation shall operate in a manner consistent with the constitution, bylaws, and policies of Rotary International. This corporation shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the laws of the State of New Hampshire.

THIRD: Rotary NEPETS, Inc. will be an association of Rotary Districts, all of whom are not for profit entities. It will require a two-thirds vote of the sitting District Governors Elect, all of whom will be officers of Rotary International during the Rotary year in which this corporation is to become effective, for the corporation to be formed. Their names and signatures appear in Article the EIGHTH.

FOURTH: In the event of dissolution of the corporation all assets shall be distributed to the participating districts in proportion to the number of clubs in the districts based on the number of clubs per district as of July 1 of the year of dissolution.

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FIFTH: The address at which the business of this corporation is to be carried on is:

Rotary Northeast PETS, Inc.  
c/o Mr. David Sturm, Esq.  
P.O. Box 414  
14 N. Main St.  
Mt. Vernon, NH 03057

SIXTH: There shall be no capital stock, shares, or membership certificates for this corporation. It shall pay no dividends or make distributions, except as set forth in Article the FOURTH. No part of the income, net earnings, property or assets of the Corporation shall inure to the benefit of

or

be distributable to the Directors or Officers of the Corporation or any private individual, except that the Corporation shall be authorized and empowered to reimburse such Directors, Officers and

other Rotarians for costs incurred incident to the performance of their official duties and to make

payments and distributions in furtherance of any of the purposes set forth in the SECOND

Article

of these Articles of Agreement.

SEVENTH: The personal liability of a Director, Officer, or committee member of the Corporation for monetary damages for breach of duty by such Director, Officer, or committee member as a Director, Officer, or committee member shall be limited to an amount equal to the

compensation, if any, received by said Director, Officer, or committee member in such Director, Office, or committee member's capacity as a Director, Officer, or committee member of the Corporation during the year in which the violation occurs. Notwithstanding the foregoing, a Director, Officer, or committee member shall be liable to the extent provided by applicable law if the breach (a) involves a knowing and culpable violation of law by such Director, Officer, or committee member, (b) enables such Director, Officer, or committee member to receive an improper personal economic gain, (c) shows a lack of good faith and a conscious disregard of such Director, Officer, or committee member's duty to the Corporation under circumstances in which such Director, Officer, or committee member was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitutes a sustained and unexcused pattern of inattention tantamount to an abdication of such Director, Officer, or committee member's duty to the Corporation. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Articles of Agreement of the Corporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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The Corporation shall indemnify a Director, Officer, or committee member for liability to any person for any action taken, or any failure to take any action, as a Director, Officer, or committee member except liabilities that (A) involved a knowing and culpable violation of law by the director, (B) enabled a Director, Officer, or committee member to receive an improper personal gain, (C) showed a lack of good faith and a conscious disregard for the duty of the Director, Officer, or committee member to the Corporation under circumstances in which the Director, Officer, or committee member was aware or should have been that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director, Officer, or committee member duty to the Corporation, provided no such provision shall affect the indemnification of or advance of expenses to a Director, Officer, or committee member for any liability stemming from acts or omissions occurring prior to the effective date of such provision.

EIGHTH: Signatures and post office address of each of the persons associating together to form the corporation:

**Signature and Name**

**Post Office Address**

1. \_\_\_\_\_

Signature

Street

Ann Lee Hussey

Name (please print)

District 7780

City/Town

State

Zip

2. \_\_\_\_\_

Signature

Street

William B. Thompson

Name (please print)

District 7850

City/Town

State

Zip

3. \_\_\_\_\_

Signature

Street

Richard Manganello

Name (please print)

District 7870

City/Town

State

Zip

[Type here]

4. \_\_\_\_\_  
\_\_\_\_\_

Signature

Street

Prasad Menon

Name (please print)

District 7890

City/Town

State

Zip

5. \_\_\_\_\_  
\_\_\_\_\_

Signature

Street

Michael F. Ellis

Name (please print)

District 7910

City/Town

State

Zip

6. \_\_\_\_\_  
\_\_\_\_\_

Signature

Street

Stephen O. May

Name (please print)

District 7930

City/Town

State

Zip

7. \_\_\_\_\_  
\_\_\_\_\_

Signature

Street

Charles K. Murphy

Name (please print)

District 7950

City/Town

State

Zip

8. \_\_\_\_\_  
\_\_\_\_\_

Signature

Street

Julianne Reppenhagen

Name (please print)

District 7980

City/Town

State

Zip

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DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINALS to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

Form NP-1 (6/2009)