

OCT 18 1996

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE
Form No. NP 1
RSA 292:2

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)
Use black print or type

ARTICLES OF AGREEMENT
OF
THE NEW HAMPSHIRE CENTER FOR PUBLIC POLICY STUDIES

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:

THE NEW HAMPSHIRE CENTER FOR PUBLIC POLICY STUDIES

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

Exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, the Center shall be a nonpartisan, nonprofit organization whose object shall be to conduct research and encourage study and discussions of public policy, programs, and issues affecting the citizenry of the State of New Hampshire, as a means of advancing the intellectual, social and economic well-being of the State.

In furtherance of said object, the Center shall prepare, commission, publish and distribute studies, analyses, and reports to the media, institutions of learning, local and state government officials and the public as a whole, as well as conducting seminars, forums, panel discussions and such other methods of communication as will best facilitate the knowledge and understanding of the programs, policies and issues examined by the Center.

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

No membership.

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:

No member, officer or employee or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from its operations, provided, that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, its assets then remaining after payment of all liabilities, shall be distributed and transferred to a governmental entity or entities or to one or more organizations or institutions organized exclusively for charitable, scientific, literary or educational purposes that are described in §501 (c) (3) of the Internal Revenue Code and are exempt from taxation under §501 (a) of the Code, such distribution and transfer to be upon the terms and conditions and in the amounts and proportions determined by the governing body of this Corporation. Any such assets not so disposed of shall be disposed of pursuant to RSA 292:9-10, exclusively, as the Court referenced therein shall determine, to an organization(s) which is organized and operated exclusively for said purposes.

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

c/o New Hampshire Charitable Foundation
37 Pleasant Street
Concord, NH 03301

The Corporation may have other offices in such other places as may be fixed by its Board of Directors and may act in any place within or without the State of New Hampshire in the realization and promotion of the objects for which it is established.

Article 6. The Corporation shall not have capital stock.

Article 7. No Director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a Director, an officer, or both, as the case may be, except with respect to:

(1) Any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders;

(2) Any acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; and

(3) Any transaction from with the director, officer, or both, derived an improper personal benefit.

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

<u>Signatures and Name</u>	<u>Post Office Address</u>
1. <u>Martin H. Gross</u> Signature <u>MARTIN H. GROSS</u> Name (please print)	<u>15 Rumford St</u> Street <u>CONCORD NH 03301</u> City/Town State Zip
2. <u>John D. Crosier</u> Signature <u>JOHN D CROSIER</u> Name (please print)	<u>10 NEW CASTLE ST</u> Street <u>CONCORD NH 03301</u> City/Town State Zip
3. <u>Kimon S. Zachos</u> Signature <u>Kimon S. Zachos</u> Name (please print)	<u>2093 Elm St</u> Street <u>MANCHESTER N.H. 03104</u> City/Town State Zip
4. <u>John B. Andrews</u> Signature <u>John B Andrews</u> Name (please print)	<u>122 South Street</u> Street <u>Concord NH 03301</u> City/Town State Zip
5. <u>Theresa M. Stone</u> Signature <u>THERESA M. STONE</u> Name (please print)	<u>1 Granite Pl.</u> Street <u>Concord, NH 03301</u> City/Town State Zip

City/Town Clerk's office, City/Town of Concord
Received and recorded this 16th day of October 1996
(Note 4)

Elizabeth Campbell
City/Town Clerk's Signature
Elizabeth Campbell
City/Town Clerk's Name (Please Print)

313:12

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
 2. If no provision eliminating or limiting personal liability, insert "NONE".
 3. At least five signatures are required.
 4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)
to: Secretary of State, State House, Room 204, 107 North Main Street,
Concord, NH 03301-4989