

State of New Hampshire

Recording fee: \$25.00
Use black print or type.

Form NP-3
RSA 292:7

AFFIDAVIT OF AMENDMENT OF

The Memorial Hospital at North Conway, N.H.
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, Laura Jawitz, the undersigned, being the Secretary
(Note 1) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was
held on December 18, 2013, in North Conway, New Hampshire (Note 2), for the purpose of
amending the articles of agreement and the following amendment(s) were approved by a majority vote of
the corporation's Trustees. (Note 3)

The Articles of Agreement are replaced in their entirety with the attached Amended and Restated Articles
of Agreement, effective January 1, 2014, 12:00 a.m., *amending*

Articles 3, 4, 5 and 7.

[If more space is needed, attach additional sheet(s).]

A true record, attest:

Laura Jawitz
(Signature)

Print or type name:

Laura Jawitz

Title:

Secretary

Date signed:

12/18/2013

- Notes: 1. Clerk, secretary or other officer.
2. Town/city and state.
3. Enter either "Board of Directors" or "Trustees".

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

Mail fee with **DATED AND SIGNED ORIGINAL** to: Corporation Division
Concord NH 03301-4989. Physical location: 25 Capitol Street, 3rd Fl

File a copy with Clerk of the town/city of the principal place of business

State of New Hampshire
Form NP 3 - Affidavit of Amendment 3 Page(s)



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AMENDED AND RESTATED ARTICLES OF AGREEMENT

THE MEMORIAL HOSPITAL AT NORTH CONWAY, N.H.

Article I. The name of the Corporation shall be: The Memorial Hospital at North Conway, N.H.

Article II. The objects for which this Corporation are established shall be exclusively charitable and benevolent in nature, to wit:

- A. To establish and maintain an institution or institutions within or without the state where incorporated, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients and associated services including, but not limited to, extended care, outpatient care, and home care.
- B. To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health that in the opinion of the Governing Board of Trustees may be justified by the facilities, personnel, funds, Medical Staff, and other requirements that are, or can be, made available.
- C. To establish and maintain an institution, or institutions within or without the state where incorporated, with permanent facilities to provide treatment and care for patients and associate services with respect to intermediate care or long-term residential and congregate nursing care.
- D. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

Article III. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to another such organization or organizations organized and operated exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), in such manner as shall be proposed in a Plan of Dissolution by the Board of Trustees for approval by MaineHealth. 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 is then 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 IV. The address at which the business of this Corporation is to be carried on is: 3073 White Mountain Highway, North Conway, NH 03860.

Article V. There shall be no capital stock of the Corporation. MaineHealth shall be the sole member with voting rights. The sole member shall have the rights and obligations as set forth in the Corporation's Bylaws.

Article VI. The Corporation shall have and enjoy all powers granted to non-profit corporations by New Hampshire law and the Corporation's Articles of Agreement as the same shall from time to time be amended.

Article VII. The affairs of the Corporation shall be managed in accordance with the laws of the State of New Hampshire, the provisions of these Articles and such Bylaws as may be adopted and amended from time to time. Said Bylaws shall establish and determine the number of the Corporation's Board of Trustees, their mode of election and duties, shall provide for the election by the Board of Trustees of a Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer and any other necessary officers and provide for their duties and shall provide for such other matters as may be deemed appropriate for the proper and efficient organization and functioning of the Corporation.