

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides

Form No. NP 3
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT
OF
ALLIANCE HEALTH SERVICES
A NEW HAMPSHIRE NONPROFIT CORPORATION**

I, Guy Chapdelaine, the undersigned, being the Secretary (Note 2) of Alliance Health Services, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a unanimous consent resolution was signed by the Board of Directors of the Corporation on _____, 2009, in Manchester, New Hampshire (Note 3), for the purpose of amending the Articles of Agreement, as amended and restated, as follows: (Note 4)

Articles I, II, III, IV, V, VI, VII, VIII, and IX of the Articles of Agreement, shall be replaced in their entirety with Articles I, II, III, IV, V, VI, VII, VIII, and IX, as set out hereafter.

I further certify that after such amendments, the Articles of Agreement shall read as follows:

Article I – Name

The name of this Corporation shall be ALLIANCE HEALTH SERVICES.

Article II – Purpose

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further: (i) the quality and accessibility of health care services throughout the Greater Manchester area and the State of New Hampshire as a whole; (ii) the efficiency of utilization of health care facilities and services throughout the Greater Manchester area and the State of New Hampshire as a whole; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community through a multi-specialty group practice model, and to own interests in, and participate in an integrated health care delivery system with, entities which accomplish such purposes.
- (c) To facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service facilities with regard to programs

for the effective delivery of a continuum of health care services to persons other than hospital inpatients and to own interests in entities which accomplish such purposes.

- (d) To receive and to accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of New Hampshire and to promote and attain the foregoing purposes.
- (e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or of any corresponding provision of subsequent Federal law.
- (f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, which is issued and revised from time to time by the United States Conference of Catholic Bishops, and interpreted by the Bishop of the Roman Catholic Diocese of Manchester (the “Bishop”).
- (g) To engage, subject to the provisions of Article VII below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

Article III – Membership

The sole member of the Corporation shall be CMC Healthcare System of Manchester, New Hampshire, which shall participate in the affairs of the Corporation as set forth in the Corporation’s Bylaws (“CMCHS”).

Article IV – Disposition of Assets

The provisions for the disposition of the corporate assets in the event of the dissolution of the Corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to CMC Healthcare System. If CMC Healthcare System does not exist or is not an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to one or more organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code as determined by the Corporation’s Board of Trustees, subject to the approval of CMCHS’ sole member, Dartmouth-Hitchcock Health (“DHH”), and the Roman Catholic Bishop of Manchester (with respect to stable patrimony). Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such

organization or organizations as the Court shall determine are organized and operated exclusively for such purposes.

Article V – Address

The principal office of the Corporation shall be at 100 McGregor Street in the City of Manchester, County of Hillsborough and State of New Hampshire.

Article VI – No Capital Stock

The Corporation does not have any capital stock or membership certificates.

Article VII – Prohibited Activities

1. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, trustees, officers, 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 II hereof.

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.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code.

**Article VIII – Amendment to Articles and Bylaws;
Compliance with Ethical and Religious Directives**

1. These Articles of Agreement and the Corporation’s Bylaws shall be amended or repealed by a two-thirds vote of the members of the Corporation’s Board of Trustees. Any such amendment or appeal which may (i) impact the powers reserved to CMCHS in the Corporation’s Bylaws, or (ii) reasonably be expected to have any material strategic, competitive or financial impact on one or more entities of which CMCHS is the sole member or on the integrated health care delivery system managed by CMCHS as a whole, must be approved by a majority vote of the CMCHS Board.

2. At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the Ethical and Religious Directives for Catholic Health Care Services issued by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all

such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of and compliance with the Ethical and Religious Directives for Catholic Health Care Services, whether directly or by delegation of authority, in such manner as he deems appropriate.

Article IX – Limitation of Liability

The provisions eliminating or limiting the personal liability of trustees are:

Each trustee and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a trustee or officer, or both, except with respect to: (1) any breach of the trustee’s or officer’s duty of loyalty to the Corporation or its member; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the trustee or officer derived any improper personal benefit.

A true record, attest: _____
Guy Chapdelaine, Secretary

Date signed: _____, 2009

- Notes:
1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.
 4. Enter either “Board of Directors” or “Trustees”.

Mail fee with DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

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