

The State of New Hampshire

ARTICLES OF AGREEMENT

Filed
Date Filed: 10/31/1975 12:00:00 AM
Effective Date: 10/31/1975 12:00:00 AM
Filing #: 557241 Pages: 2
Business ID: 65001
William M. Gardner
Secretary of State
State of New Hampshire

The undersigned, being persons of lawful age, associate under the provisions of the Laws of New Hampshire RSA 292 by the following:

Article 1. The name of this corporation shall be

NEW HAMPSHIRE ASSOCIATION OF COUNTIES, INC.

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

To serve and promote the interests of County government
in the State of New Hampshire.

*Article 3. In case of dissolution of corporation, the assets shall be distributed to
Donors of record to the Corporation in direct ratio to the
amount of donations made.

Article 4. The address at which the business of this corporation is to be carried on is
163 No. Main Street, Concord, NH

Article 5. The amount of capital stock, if any, or the number of shares is
One Hundred Shares

Article 6. Signatures and post office address of incorporators

Names	Post Office Address
<u>Robert E. Smithwick</u>	<u>Southport Rd Kingston</u>
<u>Barbara Smithwick</u>	<u>25 The Village Rd Kingston NH</u>
<u>William H. Uttersted</u>	<u>42 West St Concord NH</u>
<u>Glenn A. Bassom</u>	<u>Alstead NH</u>
<u>Richard L. King</u>	<u>Box 71 Colchester NH 03574</u>

~~XXXXXX~~ Town or City) Clerk's office, ~~XXXXXX~~ City) of Concord, N. H.

Received and recorded this 31st day of October 19 75
Vol. 293, page 97.

Attest:

Wesley M. Teeter
City Clerk

~~XXXXXX~~ City Clerk

At least five signatures are required.

Recording Fee \$10.00

*To be used if tax exempt status is desired.

182

STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

Filed for record this 31st

day of October 19 75

At 9:00 A.M. o'clock

Robert L. French

SECRETARY OF STATE

STATE OF NEW HAMPSHIRE

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

Form No. NP 3
RSA 292:5 & 7

Leave 1" margins both sides.
Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch margin on both sides. Double sided copies will not be accepted.

AFFIDAVIT OF AMENDMENT
OF
NEW HAMPSHIRE ASSOCIATION OF COUNTIES
A NEW HAMPSHIRE NONPROFIT CORPORATION

I, KATHARIN PRATT, the undersigned, being the
CLERK (Note 2) of the above named New Hampshire nonprofit
corporation, do hereby certify that a meeting was held on OCTOBER 6, 2004,
in DIXVILLE NOTCH, N.H. (Note 3), for the purpose of amending the articles
of agreement and the following amendment(s) were approved by a majority vote
of the corporation's BOARD OF DIRECTORS. (Note 4)

PLEASE SEE ATTACHED.

319.099
December 9, 2004

Janice Bonenfant
Concord NH City Clerk
Janice Bonenfant

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

A true record, attest: *[Signature]*
(Signature)

Dated 12/3/04

- 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 \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)
to: Corporation Division, Department of State, 107 N main St.,
Concord, NH 03301-4989

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

Amendment of Articles of Agreement
New Hampshire Association of Counties, Inc.

The Articles of Agreement of this Corporation shall be amended as follows:

The text of Article 2 of the Articles of Agreement shall be stricken and replaced with the following provision:

Article 2. The object for which this Corporation is established is to operate as a trade association of participating county governments in the State of New Hampshire that voluntarily choose to participate as members of the Corporation. The Corporation shall serve to promote the interests of county government in the State of New Hampshire pursuant to §501(c)(6) of the Internal Revenue Code of 1986 as that Code may be amended from time to time (the "Code").

In furtherance of the aforementioned purposes, the purposes for which the Corporation is organized and shall exist shall include (among others) all purposes not inconsistent with the foregoing permitted by law that are not otherwise limited by the Articles of Agreement or by the Bylaws, including, but not by way of limitation, the promotion of the common business interests of its Members which shall consist of those Counties within the State of New Hampshire that choose to participate as members. The activities and operations of the Corporation shall be limited to those functions that provide member county governments with assistance in connection with the exercise of any essential governmental function permitted to counties under the laws of the State of New Hampshire and the United States. Such purposes may include (but shall not be limited to) the following activities among others:

- (a) To stimulate the continuing improvement of county government;
- (b) To serve as the statewide voice for county government;
- (c) To contribute to the knowledge and awareness of county government's heritage and its future;
- (d) To serve as a liaison between the state's counties and other levels of government;
- (e) To achieve public understanding of the role counties play at the local, state and federal level;
- (f) To address problems common to the counties of the State of New Hampshire;

- (g) To provide the member counties with benefits of improved service and reduced costs through cooperative efforts including (but not limited to) periodically publishing a magazine, holding an annual convention, and conducting educational and training services for county officials;
- (h) To serve, promote, protect and advance the interests of county government in the State of New Hampshire;
- (i) To serve as a vehicle for the exchange of information among counties; and
- (j) To provide information to the State legislature for the development of sound legislation affecting county government and matters relevant to administration of government programs and services for the benefit of the public.

All the assets and income of the Corporation shall be used exclusively to accomplish the purposes of the Corporation and no part thereof shall inure to the benefit of any director, officer, or private individual; provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Corporation of salaries and expenses of its Officers and employees.

The text of Article 3 of the Articles of Agreement shall be stricken and replaced with the following provision:

Article 3. In case of the dissolution of the Corporation, the assets shall be distributed to member counties in the same proportions as dues are collected, or to political subdivision(s) thereof, or to one or more organizations substantially similar to the Corporation or its members that is exempt from federal income taxation pursuant to § 501(a) of the Code and whose income is excludable from gross income under § 115(1) of the Code.

The text of Article 5 of the Articles of Agreement shall be stricken and replaced with the following provision:

Article 5. The amount of capital stock, if any, or the number of shares is none, but the Corporation shall have members whose voting and other rights shall be specified in its bylaws.