

**ATTACHMENT TO
AFFIDAVIT OF AMENDMENT
OF
THE EXETER COUNTRY CLUB**

To amend and restate The Exeter Country Club's Articles of Association, as follows:

**AMENDED AND RESTATED ARTICLES OF AGREEMENT
OF
A NEW HAMPSHIRE VOLUNTARY CORPORATION

THE EXETER COUNTRY CLUB**

THE UNDERSIGNED, BEING ALL PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES, ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

**ARTICLE I
NAME**

The name of the corporation shall be: **The Exeter Country Club** (hereinafter the "Corporation").

**ARTICLE II
PURPOSES**

The object and purpose of the corporation shall be to promote indoor and outdoor games, exercise, and recreational activities and to provide grounds and instrumentalities to that end.

In furtherance of the purposes set forth in the preceding paragraph, the Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire including, without limitation, taking title to, owning, transferring and encumbering real property as necessary; provided, however, that all of the activities and actions set forth above shall be carried out strictly in furtherance of those charitable purposes set forth in this Article.

**ARTICLE III
PLACE OF BUSINESS**

The address at which the business of the Corporation is to be carried on is: 58 Jady Hill

Avenue, Exeter, NH 03833.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors, all in accordance with the Corporation's By-Laws and in a manner not inconsistent with these Articles of Agreement, the Internal Revenue Code of 1986 and with the provisions of RSA 292, as amended. The Directors and officers shall serve without compensation.

**ARTICLE V
MEMBERSHIP**

The Corporation shall have members as set forth in the Corporation's By-Laws and as determined by the Board of Directors. In general, the members of the Corporation shall be individuals or entities interested in furthering the interests of the Corporation.

**ARTICLE VI
CAPITAL STOCK**

The Corporation shall have no capital stock, nor shall a division of profits, among the Corporation's members, be an object of the Corporation.

**ARTICLE VII
DISSOLUTION**

The Corporation may be dissolved upon the affirmative vote of two-thirds of the members of the Corporation taken at a meeting of the Corporation called for that purpose. No Director, Officer or employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution.

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

Upon the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed to such organization or organizations which are organized and operated for the purpose of recreational activities. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Rockingham County, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

**ARTICLE VIII
LIABILITY OF DIRECTORS OR OFFICERS**

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. To the fullest extent now or hereafter permitted by law, no Directors or officers shall be personally liable to the Corporation for monetary damages for breach of their fiduciary duties as director or officer, nor for any bodily injury, personal injury or property damage if the claim for such damage arises from an act committed in good faith and without wanton or willful negligence in the course of an activity carried on to accomplish the purposes of the Corporation.

**ARTICLE IX
AMENDMENTS**

These Articles of the Corporation may be amended or repealed at any meeting of the Directors by a majority vote of the Directors, provided, however, that written notice of the proposed change shall be specified in the notice of the meeting.

The By-Laws of the Corporation may be amended by a majority vote of the Members in accordance with Article XIII of the By-Laws.

(The initial Articles of Association were adopted by a two-thirds majority vote of the initial Board on May 15, 1922. These Amended and Restated Articles of Agreement were adopted by a two-thirds majority vote of the Board of Directors on _____, 2023.)

Dated: _____, 2023

_____, Secretary

Marc Carbonneau, President