

ARTICLES OF AGREEMENT
of the
NEW HAMPSHIRE VACCINE ASSOCIATION
(A New Hampshire Nonprofit Corporation)

THE FOLLOWING CONSTITUTES THE AMENDMENT AND FULL RESTATEMENT OF THE ARTICLES OF AGREEMENT OF NEW HAMPSHIRE VACCINE ASSOCIATION, A NEW HAMPSHIRE VOLUNTARY CORPORATION FORMED UNDER NEW HAMPSHIRE REVISED STATUTES ANNOTATED ("RSA") CHAPTER 292 TO IMPLEMENT THE PROVISIONS OF RSA 126-Q (THE "ACT").

ARTICLE I. NAME

The name of the corporation (the "Corporation") is the New Hampshire Vaccine Association.

ARTICLE II. ADDRESS

The address at which the business of the Corporation is conducted is c/o KidsVax[®], LLC, P.O. Box 1885, Concord, New Hampshire 03302-1885, with a street address as of March 2016 of 125 North State Street, Concord, New Hampshire 03301. Other address(es) may be designated by the Corporation's Board of Directors from time to time.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. NONPROFIT STATUS

The corporation is a nonprofit corporation.

ARTICLE V. PURPOSES AND POWERS

A. References to RSA 126-Q. All references herein to RSA 126-Q or portions thereof shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise. Unless otherwise expressly defined in these articles, capitalized terms not otherwise defined herein which are defined in RSA 126-Q:1 shall have the definitions in that statute.

B. Purposes. The Corporation is established for the following purposes: To assess Assessable Entities for the cost of vaccines provided to certain children in New Hampshire and all other purposes contemplated by RSA 126-Q.

A. Corporate Powers. The Corporation shall possess all powers and be entitled to take all actions permitted a non-profit, voluntary corporation organized under RSA 292, and any additional powers approved by the New Hampshire Commissioner of Health and Human Services (“HHS Commissioner”) from time to time. The Corporation shall exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to amend the Plan of Operation from time to time with the approval of any such amendment(s) by the commissioner of the New Hampshire Department of Insurance (“Insurance Commissioner”). Nothing shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act (i) that a corporation formed under RSA 292, or any amendment thereto or substitute therefore or (ii) that a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, may not at that time lawfully carry on or do.

ARTICLE VI. MEMBERS

The Corporation shall have neither capital stock nor membership certificates, but shall have members who shall have such rights as are provided for in RSA 292 and RSA 126-Q, in these Articles of Agreement and by the bylaws of the Corporation (“Bylaws”). Members of the Corporation’s Board of Directors shall be the sole members of the Corporation.

ARTICLE VII. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers, its members, or to other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable out-of-pocket expenses incurred for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VIII. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors as set forth in RSA 126-Q:3.

B. Directors of the Corporation may vote or otherwise act directly or through personal representatives they have designated from time to time in accordance with the Bylaws.

C. Actions by the Board of Directors must be approved by the affirmative vote of a simple majority of the entire Board of Directors then appointed or elected.

D. The Board of Directors shall have the duties set forth in RSA 126-Q.

ARTICLE IX. DISTRIBUTIONS AT DISSOLUTION

In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Corporation, dispose of all of the remaining assets of the

Corporation as determined by the Board of Directors and approved by the HHS Commissioner to an entity or organization which is then in existence and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to more than one such exempt entity or organization, or, in default of any such determination, to the State of New Hampshire for exclusively public purposes. No part of the net assets of the Corporation shall be distributable to any director or officer or member upon termination, dissolution or winding up of the Corporation.

ARTICLE X. LIMITATION OF LIABILITY

A. Reference is hereby made to RSA 292:2, or any corresponding provision of New Hampshire law, as in effect from time to time. No director or officer of the corporation shall be personally liable to the Corporation or any members (should it have members at any time) for money damages for the breach of such person's fiduciary duty as a director or officer or both, except to the extent that a judgment or other final adjudication adverse to such person is entered in a proceeding based on a finding in the proceeding that: (i) such person breached his or her duty of loyalty to the Corporation and/or its members; (ii) such person acted or failed to act in a way which was not in good faith or which involved intentional misconduct or a knowing violation of law, or (iii) such person participated in a transaction from which such person actually received an improper benefit or profit in money, property, or services. If RSA 292:2 is subsequently amended to further eliminate or limit the liability of a director or officer, then a director or officer of the Corporation, in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding sentence, shall not be liable, and shall be shielded from liability, to the fullest extent permitted by the amended law. Any amendment to or repeal of this Article shall not adversely affect any right or protection existing at the time of such amendment or repeal to which any person may be entitled under this Article.

B. In accordance with and as required by RSA 126-Q:8, there shall be no liability on the part of and no cause of action of any nature shall arise against any member of the Corporation, any member's agents or employees, any Director of the Corporation, any officer or agent of the Corporation, or the HHS Commissioner or Insurance Commissioner or any of the representatives of any of the foregoing, for any actions or omissions by them in the performance of their powers and duties under RSA 126-Q.

ARTICLE XI. BYLAWS

Provisions for the election and qualification of Directors and the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XII. AMENDMENT OF ARTICLES OF AGREEMENT

These Articles of Agreement may be amended by the affirmative vote of two-thirds (2/3) of the entire Board of Directors then appointed or elected at a meeting duly called for that purpose, subject to approval of any so-voted amendments by the HHS Commissioner.

The foregoing Articles of Agreement have been approved.


New Hampshire Department of Health and Human Services

By:



Jeffrey A. Meyers, Commissioner

Date:



, 2016

City Clerk's Office, City of Concord, New Hampshire

Received and recorded this ____ day of _____, 2016.

City Clerk's Signature

City Clerk's Name (Please Print)
