

State of New Hampshire  
Department of State

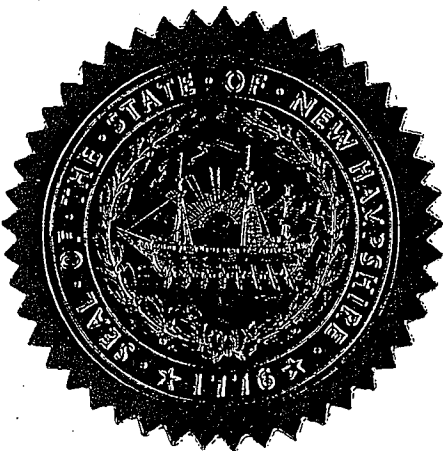
COPY

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that the attached Articles of Agreement of DRESDEN ROWING CLUB, INC., a New Hampshire nonprofit corporation, have been recorded in this office.

IN TESTIMONY WHEREOF, I hereto  
set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 14th day of July A.D. 1997

*Robert P. Ambrose*

Robert P. Ambrose  
Deputy Secretary of State



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

Form No. NP 1  
RSA 292:2

**FILED**

JUL 14 1997

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

ARTICLES OF AGREEMENT  
OF  
DRESDEN ROWING CLUB, INC.

A NEW HAMPSHIRE NONPROFIT CORPORATION

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

Article 1. The name of the corporation shall be:

Dresden Rowing Club, Inc.

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

To stimulate and foster interest in the sport of rowing among amateurs as individuals and in clubs, colleges, schools and industries.

Article 3. The provisions for establishing membership and participation in the corporation are:

The membership of the corporation shall, in the first instance, consist of the signers of the Articles of Agreement. These members are hereinafter referred to as incorporator members. Following the organizational meeting, the incorporator members shall establish criteria for the membership of individuals and elect the directors of the corporation. The individuals elected to the Board of Directors at the organizational meeting shall constitute the initial Board of Directors. The Board of Directors shall establish rules for the election and removal of directors.

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

In the event of dissolution of the corporation its property shall be distributed to a similar nonprofit charitable organization which is exempt under Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

**Article 5.** The address at which the business of this corporation is to be carried on is:

4 West Wheelock St., Hanover, NH 03755

**Article 6.** The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

NONE.

**Article 7.** Provisions eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)

No director or officer of the corporation shall be liable to the corporation or its directors or officers for monetary damages for breach of fiduciary duty as a director or officer above except with respect to:

- (1) Any breach of the directors or officer's duty of loyalty to the corporation or its members;
- (2) Acts or omissions which are not in good faith or involve intentional misconduct or knowing violation of the law; or
- (3) Any transaction from which the director or officer or both derived an improper personal benefit.

**Article 8.** Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

Signatures and Name

Post Office Address

1. Charles C. Davis  
Signature

PO Box 831  
Street

Charles C. Davis  
Name (please print)

Hanover NH 03755  
City/Town State Zip

2. Chris Killiman  
Signature

PO Box 539  
Street

Chris Killiman  
Name (please print)

Norwich VT 05885  
City/Town State Zip

3. [Signature]  
Signature  
PAUL GROSS  
Name (please print)

PO BOX 653 SANBORN RD  
Street  
THETFORD VT 05074  
City/Town State Zip

4. [Signature]  
Signature  
Christopher L. Schmidt  
Name (please print)

244 POND ROAD  
Street  
SANBORNVILLE NH 03872  
City/Town State Zip

5. [Signature]  
Signature  
Kristin Manwaring  
Name (please print)

PO BOX 467  
Street  
HANOVER NH 03755  
City/Town State Zip

City/Town Clerk's Office, City/Town of Hanover  
Received and recorded this 11<sup>th</sup> day of July, 1997.  
(Note 4)

[Signature]  
City/Town Clerk's Signature  
Betty L. Messer  
City/Town Clerk's Name (please print)

- Notes:
1. Recording fee payable to: N.H. Secretary of State.
  2. If no provision eliminating or limiting personal liability, insert "NONE".
  3. At least five signatures are required.
  4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk if \$5.00).

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989.

# State of New Hampshire

## Department of State

Corporation Division,

Concord Tel. 603-271-3244



Location: State House Annex — 3rd floor

Mailing address: State House, Room 204  
107 North Main Street  
Concord, N.H. 03301-4989

HELP LINE TDD ACCESS: RELAY N.H. 1-800-735-2964

RECEIVED JUL 17 1997

RE: New Hampshire nonprofit corporation

Enclosed is the certified copy of your Articles of Agreement that signifies the beginning of your nonprofit corporation's legal existence.

Under present law, your corporation will be required to file a "return" during the calendar year 2000 and every five (5) years thereafter. We will send return forms to the corporation. You should keep us up to date on changes of address by notifying us in writing when they occur. A change of the name or other items in the Articles of Agreement requires an amendment on our forms (fee \$25.00). There is no form or fee for a change of address, unless it is a change to a different town or city, in which case an amendment must be filed.

If your corporation ceases activity, you may file a dissolution with the Corporation Division (no fee).

If you have any questions about our procedures or requirements, or if you need amendment or dissolution forms, feel free to contact the Corporation Division.