STATE OF VERMONT

OFFICE OF SECRETARY OF STATE

Vermont Non-Profit Corporation Act (T.11, Ch.19)

The Office of Secretary of State hereby grants a

Certificate of Incorporation

to

GOOD NEIGHBOR HEALTH CLINIC, INC.

a Vermont domestic non-profit corporation.

APRIL 25, 1995

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

James F. Milne
Secretary of State
VERMONT SECRETARY OF STATE
Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104 (802) 828-2386

ARTICLES OF ASSOCIATION (non-profits and cooperatives)

Corporate name Good Neighbor Health Clinic, Inc.
(the word cooperative must be used if the corporation is incorporating as a cooperative)

Name of registered agent Mary Bronson

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office 27 1/2 Taft Avenue. WRJ VT 05001
(street; not PO Box of place of business) (city) (state) (zip)

The period of duration shall be (if not perpetual so state)

Please check the box that applies for your corporation:

[X] Non-profit corporation (T.11, Ch.19, Sec.2351-2619) [ ] Cooperative Marketing Act (T.11, Ch.7, Sec.991-1031)
[ ] Worker Cooperative (T.11, Ch. 8, Sec.1081-1092) [ ] Cooperative Housing Ownership Act (T.11, Ch.14, Sec.1581-1609)

Operating year end Dec. 31st shall be designated if one is not given.

DIRECTORS:
Non-profit corporations must have at least 3 directors.
Marketing cooperatives must have at least 5 directors.
Worker cooperatives are governed under T.11A; no set number of directors.
Housing cooperatives must have at least 3 directors.

Names and complete addresses of the individuals who will serve as the initial board of directors:

Mary Bronson, 27 1/2 Taft Avenue, WRJ, VT 05001
name and address

Sandy Dickau, 1 Medical Center Drive, Lebanon, NH 03756
name and address

Jack Dryak, 14 Church St., P.O. Box 21, Lebanon, NH 03766
name and address

Paul Feehey, 25 Taft Avenue, WRJ, VT 05001-1600
name and address

Eileen Holmes, P.O. Box 1469, Grantham, NH 03753
name and address

*See attachment for continuation of Board members.

NUMBER OF SHARES AUTHORIZED: (IF STATUTE ALLOWS) Non-profits governed by T.11, Ch.19 cannot authorize shares.
ARTICLES OF INCORPORATION
GOOD NEIGHBOR HEALTH CLINIC, INC.

Board of Directors
(Continued from cover page)

Jackie LeBlanc
7 Jefferson Place
Lebanon, NH 03766

Paul Manganiello, M.D.
1 Medical Center Drive
Lebanon, NH 03756

Peter Mason, M.D.
123 Mascoma St.
Lebanon, NH 03766

Michael Shoob
1 Medical Center Drive
Lebanon, NH 03756

Mary Ellen Shulock, R.N.
1 Medical Center Drive
Lebanon, NH 03756
Please refer to the appropriate statute to determine whether additional information is required to be included in your articles. Corporations wishing to obtain tax exempt status from the Internal Revenue Service may want to include certain provisions required by the IRS in their original articles.

PURPOSES: organized to qualify as an exempt organization under section 501(c)(3) or section 501(c)(6) of the Internal Revenue Code and more particularly to implement improved access to primary care services for persons who lack the resources to otherwise obtain adequate medical care and to enjoy and exercise any and all rights, powers and privileges conferred by law. Now or hereafter, upon non-profit corporations organized under the laws of the State of Vermont; and further provided, that the Corporation shall not in any way impair or interfere with the physician-patient relationship of any of its physician-employees; and further provided, that the Corporate employment relationship will permit the physician to exercise independent medical judgment; and further provided, that the physician, in relationship to the Board of Medical Practice, remains personally accountable for all of his or her medical acts.

NON-PROFIT CORPORATIONS UNDER T.11, CH.19, ARE REQUIRED TO FILE STATUS REPORTS EVERY 5 YEARS. THE SECRETARY OF STATE WILL SEND NOTICE WHEN IT IS DUE. COOPERATIVES CHARTERED AS "PROFIT" ARE REQUIRED TO FILE A REPORT EACH YEAR AT THE CLOSE OF ITS FISCAL YEAR END.

One or more persons of majority age (18) may act as incorporator by signing below. At least one of the incorporators in a non-profit corporation under T.11, chapter 19 shall be a resident of Vermont.

VT incorporators signature ____________________________

Address of VT resident: Brooks McNally Whittington Platto & Vitt, P.C., 23 Beaver Meadow Road, Norwich, VT 05055.

Incorporators signature ____________________________

Address ____________________________

FEES $35.00 - Non-profit corporation, T.11, Ch.19
$35.00 - Worker Cooperative, T.11, Ch.8
$35.00 - Cooperative Housing Ownership Act, T.11, Ch.14
$20.00 - Cooperative Marketing Act, T.11, Ch.7

This document must be typewritten or printed and filed in duplicate.

OFFICE OF SECRETARY OF STATE

FILED April 25, 1995

[Signature]

[Signature]
BYLAWS OF THE GOOD NEIGHBOR HEALTH CLINIC

ARTICLE I

Name, Purpose, Location

Section 1. Name. The name of the organization shall be Good Neighbor Health Clinic, Inc. and will operate under the trade name of The Good Neighbor Health Clinic.

Section 2. Purpose. The purpose of the Good Neighbor Health Clinic shall be to provide free primary health care to those people in need who otherwise lack the resources to obtain adequate medical care.

Section 3. Location. The principal offices of the Good Neighbor Health Clinic shall be in White River Junction, Vermont, or such other place as the Board of Trustees determines to be necessary from time to time.

ARTICLE II

Membership

Section 1. The members of the corporation shall consist of the original steering committee and such additional members as may be elected by the corporation from time to time and who shall accept nomination for membership in writing. Members shall serve indefinitely until resignation, death, unexcused absences from three consecutive annual meetings, or removal by the membership.

Section 2. The annual meeting of the membership shall be held at such date, time and place in the month of October, November or December as the Board of Trustees shall determine, written notice of which shall be sent to the membership not less than fourteen (14) days prior to said meeting.

Section 3. Special meetings of the membership may be held at such date, time and place designated in the call made by (a) Board of Trustees, (b) Chairperson of the Board, or (c) ten (10) members. Written notice of special meetings stating the purpose of the meeting shall be sent to the membership not less than seven (7) days prior to said meeting.

Section 4. At any meeting of the membership, six (6) members shall constitute a quorum and any action taken thereat shall be a majority vote of those present.

Section 5. Nominating Committee. There shall be a Nominating Committee consisting of the chairperson of the Board of Trustees, ex officio with vote, and three
(3) other members from the corporation to be nominated by the Nominating Committee and elected by the membership at the annual meeting for terms of three (3) years. The term of the elected members shall be so arranged that the term of one elected member expires each year. In case of a vacancy, the Board of Trustees may appoint a successor until the next annual meeting. The senior elected member shall serve as chairperson and shall sit ex officio with vote on the Board of Trustees for that year. No elected member shall be eligible for re-election until one year after his term or her term of office expires. A majority of the nominating committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

The Nominating Committee shall nominate candidates for members of the Corporation, the Board of Trustees, and the Nominating Committee for election by the membership at the annual meeting. The names of candidates shall be included with notice of the meeting.

ARTICLE III
Board of Trustees

Section 1. Number and ex officio. The government of this Good Neighbor Health Clinic and the management and control of its affairs shall be vested in a Board of Trustees, each having one vote. The Board of Trustees shall consist of not less than five (5) nor more than eleven (11) elected members.

Section 2. Elected Trustees. Trustees shall be elected by the membership at the annual meeting of the corporation to serve staggered three year terms.

Section 3. Vacancies. Vacancies may be filled by the Board of Trustees until the next meeting of the membership. On the recommendations of the nominating committee, vacancies of the elected Trustees shall be filled for the unexpired terms by election at the next annual meeting.

Section 4. Succession. No trustee shall serve more than three consecutive three year terms and thereafter shall not stand for re-election until he or she has been off the Board for one year or more.

Section 5. Trustee Emeritus. At any time subsequent to the expiration of the term of a Trustee, the Board of Trustees may elect such Trustee to be a Trustee Emeritus for life with full power to attend all meetings of the Board but without vote.

ARTICLE IV
Officers

The Board of Trustees shall annually elect from its members a chairperson, vice chairperson, treasurer and secretary. No person shall hold the same office for more than three consecutive years. They shall have such duties as may be designated by
the Board of Trustees. The chairperson may attend any Board of Trustees committee meeting, ex officio, without vote.

ARTICLE V
Committees

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees and at least one other trustee. A majority of the Executive Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. Vacancies on the Executive Committee shall be filled by the Chairperson and approved by the Board of Trustees at a regular meeting, or at a special meeting called for that purpose.

The Executive Committee shall have the power to transact all regular business of the Good Neighbor Health Clinic during the interim between meetings of the Board of Trustees, provided that any action taken shall not conflict with the expressed policies and wishes of the Board of Trustees and further provided that it shall inform the Board of Trustees of its actions.

Section 2. Other Committee. The Chairperson of the Board of Trustees may constitute committees to carry out the responsibilities of the Board of Trustees. Such committees shall be charged with duties and powers appropriate to their nature. Each committee so constituted and appointed by the Chair, shall serve at the pleasure of the Board and the members thereof shall include at least one member of the Board of Trustees and such further persons as the Board may designate.

In addition to such obligations and functions as may be expressly provided for by the Board of Trustees, each committee so constituted and appointed shall from time to time report to and advise the Board on affairs within its particular area of responsibility and interest.

Section 3. Chairs of Committees. All committees shall be chaired by elected Trustees. The chairs of all standing committees shall have a tenure not to exceed three (3) consecutive years.

ARTICLE VI
Meetings of Board of Trustees

Section 1. The Board of Trustees shall meet at least quarterly. All meetings of the Board of Trustees of the Good Neighbor Health Clinic shall be held in White River Junction, Vermont, unless some other place is definitely stated in the call therefor.

Section 2. The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the membership.

Section 3. Special meetings of the Board of Trustees shall be held at any time
or place whenever called by the Chair or by three or more Trustees, upon written notice at least two (2) days prior to the date of such meeting. Special meetings of the Board of Trustees may be held at any time, without notice, provided that all the Trustees are present or that those not present have waived notice in writing thereof.

ARTICLE VII

Quorum

Section 1. At any meeting of the Board of Trustees a majority of the Trustees entitled to vote thereat shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and such meetings as so adjourned may be held without further notice.

Section 2. When a quorum is present at any meeting of the Board of Trustees, a majority of such quorum may decide any action or matter legally brought before such meeting.

ARTICLE VIII

Powers of the Board of Trustees

The Board of Trustees shall have the entire management of the business and affairs of the Good Neighbor Health Clinic and shall have and exercise all the powers possessed by the Good Neighbor Health Clinic itself, so far as such delegation of authority is not inconsistent with the laws of the State of Vermont, with the Articles of Agreement of the Good Neighbor Health Clinic, or these bylaws.

ARTICLE IX

Indemnification

In addition to any other rights to which any Trustees may be entitled by contract or otherwise under law, the corporation shall indemnify, defend and save harmless any Trustee, his or her heirs, executors and administrators, against any cost, expense (including attorneys' fees and amounts paid in settlements), fine, penalty, judgment and liability reasonably incurred by action, suit or proceeding, civil or criminal, to which such Trustee may be made a party or with which such Trustee shall be threatened, by reason of such Trustee being or having been a trustee, officer, committee member, employee or agent of the corporation or serving or having served in any capacity in any other organization at the request of the corporation, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.

ARTICLE X

Capital Stock

There shall be no capital stock of this corporation.
ARTICLE XI
Fiscal Year

The fiscal year of the Good Neighbor Health Clinic shall end with the thirty-first day of December each year.

ARTICLE XII
Inspection of Books and Papers

All books, papers and documents of every kind and description belonging to the Good Neighbor Health Clinic shall be open to the inspection of the members of the Board of Trustees at all times during business hours.

ARTICLE XIII
Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making the provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner or to such hospitals or medical clinics as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Amendments

Except as otherwise provided by law, these bylaws may be amended, altered, added to, or repealed in whole or in part by vote of the members of the Corporation at any annual or special meeting thereof, provided that notice of the substance of the proposed amendment, alteration, addition or repeal is given in the call and notice of the meeting.
File No. ...........

AMENDMENT
of
ARTICLES OF ASSOCIATION
of the

........................................

........................................

(Non-Profit)

STATE OF VERMONT
Office of Secretary of State
Filed and recorded MAR 8 - 1996

[Signature]
Secretary of State
AMENDMENT OF ARTICLES OF ASSOCIATION
OF
The Good Neighbor Health Clinic, Inc.

a NON-PROFIT corporation, having no capital stock, organized and existing under the laws of
the State of Vermont.

We, the undersigned, certify that: (check and complete the statement that applies)

☐ at a meeting of members, duly called for that purpose and held on ______________________,
19____, a quorum was present, and it was voted by two-thirds of the members present, or
voting by proxy, to amend the articles of this corporation as follows, viz.:

☐ the following amendment was adopted by a consent in writing signed by all members entitled
to vote:

☒ there being no members entitled to vote thereon, the directors of this corporation met on
______________, 1996, and at that meeting a majority of the directors
then in office voted to amend the articles of association of this corporation as follows, viz.:

[1] YEAR END IS MARCH 31 — (Amended from previous: DEC. 31)

[1] Original paragraph on purposes...
"Purposes: organized to qualify as an exempt organization under 501(c)(3) or 501(c)(6) of
the Internal Revenue Code ..."
Amended to read:
"Purposes: organized to qualify as an exempt organization under 501(c)(3) of the Internal
Revenue Code ..."
Complete paragraph, as amended, is attached. See Attachment A: Purposes

[2] Clauses added to Articles of Incorporation:
Five paragraphs have been added relating to 501(c)(3) guidelines, earnings, activities,
dissolution of assets and property, and adherence to Federal tax laws.
Complete paragraphs are attached. See Attachment B: Clauses

MARCH 2, 1996
Date

[Signature]
President/V. President

[Signature]
Secretary/Asst. Secretary
STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James F. Milne, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the

Articles of Amendment

for

The Good Neighbor Health Clinic, Inc.

see attached

as filed in this department effective March 8, 1996.

March 8, 1996

Given under my hand and the seal of the State of Vermont, at Montpelier, the State Capital

James F. Milne
Secretary of State
Attachment A: Purposes

"Purposes: organized to qualify as an exempt organization under 501(c)(3) of the Internal Revenue Code and more particularly to implement improved access to primary care services for persons who lack the resources to otherwise obtain adequate medical care and to enjoy and exercise any and all rights, powers and privileges conferred by law, now and hereafter, upon non-profit corporations organized under the laws of the State of Vermont; and further provided, that the corporation shall not in any way impair or interfere with the physician-patient relationship of any of its physician-employees; and further provided, that the Corporate employment relationship will permit the physician to exercise independent medical judgment; and further provided, that the physician, in relationship to the Board of Medical Practice, remains personally accountable for all of his or her medical acts."

Attachment B: Clauses

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State of local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Vermont.

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax law.

Approved: March 7, 1996

P. Manganiello, Chair: [Signature]

S. Dickau, Secretary: [Signature]