

STATE OF NEW HAMPSHIRE

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

Form No. NP 3
RSA 292:5 & 7

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 SUPREME COURT SOCIETY **HISTORICAL**
A NEW HAMPSHIRE NONPROFIT CORPORATION **, INC.**

I, Susan Leidy, the undersigned, being the Secretary (Note 2) of the above named New Hampshire nonprofit corporation, do hereby certify that a meeting was held on December 12, 2007, in Concord, New Hampshire (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 Trustees. (Note 4)

1. To amend Article I of the Articles of Agreement to read as follows:

The name of the Corporation shall be " New Hampshire Supreme Court Society".

2. To amend Paragraph B of Article V of the Articles of Agreement to read as follows:

B. In particular, and without limiting the foregoing, the Corporation has been established to promote an understanding and appreciation of the New Hampshire Supreme Court and the judiciary of the State of New Hampshire, including without limitation, by sponsoring lectures and other educational events, preserving and cataloguing historical documents and materials, and producing and disseminating educational materials.

3. To amend Article VII of the Articles of Agreement to read as follows:

The Corporation is organized on a non-stock basis, and is not authorized to issue capital stock, shares or membership certificates. The Corporation may provide in its Bylaws for the admission of members, and assessment of membership dues. Members shall be permitted to serve at the pleasure of the Board of Trustees on Board committees, in the manner provided in the Bylaws.

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

A true record, attest:

[Signature]
(Signature) Susan Leidy

Dated 12/12/07

- 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 fee with DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

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

320.081 Janice Bonenfant, City Clerk
Received and recorded this 27th day
Concord City Clerk's Office

State of New Hampshire
Form NP 3 - Affidavit of Amendment 7 Page(s)

Janice Bonenfant



ATTACHMENT
TO
AFFIDAVIT OF AMENDMENT
OF
THE NEW HAMPSHIRE SUPREME COURT SOCIETY
(a New Hampshire non-profit corporation)

4. To amend and restate the Articles of Agreement, as amended by the foregoing amendments, in the form attached hereto as Exhibit A.

(see attached)

AMENDED AND RESTATED ARTICLES OF AGREEMENT

OF

NEW HAMPSHIRE SUPREME COURT SOCIETY

(a New Hampshire non-profit corporation)

We the undersigned, all being persons of lawful age, do hereby associate together for the purpose of forming a non-profit voluntary corporation (the "Corporation") under, by virtue of and in accordance with the provisions of the New Hampshire Voluntary Corporations and Associations Act, New Hampshire Revised Statutes Annotated ("NH RSA") Chapter 292, as now in force or hereafter amended (the "Act"), pursuant to the following Articles of Agreement:

ARTICLE I. NAME

The name of the Corporation shall be "New Hampshire Supreme Court Society".

ARTICLE II. ADDRESS

The initial address at which the business of the Corporation is to be carried on in the State of New Hampshire shall be One Charles Doe Drive, Concord, New Hampshire 03301.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. NON-PROFIT STATUS

The Corporation shall be a non-profit corporation.

ARTICLE V. PURPOSES

A. The Corporation is being organized and shall be operated exclusively for charitable purposes within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

B. In particular, and without limiting the foregoing, the Corporation has been established to promote an understanding and appreciation of the New Hampshire Supreme Court

and the judiciary of the State of New Hampshire, including without limitation, by sponsoring lectures and other educational events, preserving and cataloguing historical documents and materials, and producing and disseminating educational materials.

C. The Corporation shall have and may exercise in furtherance of its above-stated purposes any one or more or all of the rights and powers of a voluntary corporation specified under applicable New Hampshire laws, including the Act and NH RSA 295. Without limiting the foregoing, the Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount, and may borrow and lend and may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of such property or any interest therein. The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest. The Corporation may make grants, donations or contributions in such amounts as the officers and Trustees of the Corporation shall determine, in furtherance of its above-stated purposes; provided, however, that as long as the Corporation is entitled to exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, it shall make no grants, donations or contributions other than for charitable purposes.

ARTICLE VI. LIMITATIONS

A. Notwithstanding any other provision of these articles, the Corporation shall not have or exercise any right or power, nor shall it engage in any activity directly or indirectly, that would invalidate its status as: (i) a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, (ii) a corporation contributions to which are deductible under Section 170(c)(2), 2055(a) or 2522(a) of the Code, or (iii) a non-profit voluntary corporation under the laws of the State of New Hampshire.

B. Without limiting the foregoing, no part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or otherwise attempting to influence legislation, except to the extent permitted under Section 501(h) of the Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. No part of the net earnings or the assets of the Corporation shall be divided among, inure to the benefit of, or be distributed to its Trustees or officers, or to other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

D. Without limiting the foregoing, the Corporation shall not engage in a "pecuniary benefit transaction" (as defined in NH RSA 7:19-a, I) between the Corporation and its Trustees or officers unless the Trustees determine that such transaction is in the best interest of the

Corporation, and the Corporation has satisfied all of the conditions set forth in NH RSA 7:19-a, II.

ARTICLE VII. NO STOCK, SHARES OR MEMBERSHIP CERTIFICATES

The Corporation is organized on a non-stock basis, and is not authorized to issue capital stock, shares or membership certificates. The Corporation may provide in its Bylaws for the admission of members, and the assessment of membership dues. Members shall be permitted to serve at the pleasure of the Board of Trustees on Board committees, in the manner provided in the Bylaws.

ARTICLE VIII. TRUSTEES

The governance of the Corporation is vested in a Board of Trustees (individually, a "Trustee" and collectively, the "Trustees") comprised of no fewer than five (5) and no more than twenty-seven (27) Trustees. The exact number, qualifications, term, method of acting and method of election, appointment and removal of Trustees shall be fixed in the Bylaws of the Corporation. In addition to any other duties given to the Trustees under the Bylaws, the Trustees shall elect the members of the Board of Trustees.

The names and post office addresses of the persons who will serve as the initial Trustees of the Corporation are as follows:

Name:

Post Office Address:

The Honorable Joseph P. Nadeau

PO Box 536
Durham, New Hampshire 03824

Susan Leidy

201 Myrtle Way
Manchester, New Hampshire 03104

Mary McGowan

10 Hills Avenue
Concord, New Hampshire 03301

Mary Susan Leahy, Esq.

11 South Main Street, Suite 500
Concord, New Hampshire 03301

Sylvio L. Dupuis

451 Coolidge Avenue
Manchester, NH 03102

ARTICLE IX. BOARD OF TRUSTEES

Except as otherwise provided in these articles or the Bylaws, as they may be amended from time to time, the business and the general management of the affairs of the Corporation shall be managed by its duly appointed Board of Trustees, as provided in the Bylaws of the Corporation.

ARTICLE X. LIMITATION OF LIABILITY

A. The Trustees and officers of the Corporation shall not be personally liable, and shall be shielded from personal liability, for any debt, liability or obligation of the Corporation, to the maximum extent permitted by the laws of the State of New Hampshire as in effect at the time such liability is determined. No Trustee or officer of the Corporation shall be personally liable to the Corporation (or its members or stockholders, should it then have members or stockholders) for monetary damages for any breach of fiduciary duty by such Trustee or officer, as a Trustee or officer, except to the extent that exculpation from liability is not permitted under the laws the State of New Hampshire as in effect at the time such liability is determined.

B. In furtherance of the foregoing limitations on liability, and not in lieu thereof, the Corporation hereby adopts the exculpation provisions permitted by NH RSA 292:2, V-a, which permit the Corporation to eliminate or limit the personal liability of the Trustees or officers of the Corporation to the Corporation or its members or shareholders (if any) for monetary damages for breach of fiduciary duty as a Trustee or officer, except with respect to (1) any breach of the Trustee's or officer's duty of loyalty to the Corporation or its members or shareholders (if any), (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) any transaction from which the Trustee or officer derived an improper personal benefit.

C. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Trustee and/or officer of the Corporation for or with respect to any acts or omissions of such Trustee and/or officer occurring prior to such amendment or repeal.

ARTICLE XI. BYLAWS

The Corporation may adopt such Bylaws and make such rules and regulations as may be deemed necessary for the regulation of the internal affairs of the Corporation, and may from time to time thereafter alter, amend, and modify said Bylaws, rules and regulations. The initial Bylaws of the Corporation shall be those adopted by the action of not fewer than two-thirds (2/3) the undersigned incorporators. The Trustees of the Corporation are expressly authorized to make, alter or repeal the Bylaws of the Corporation, subject to any restrictions set forth in these Articles, the original Bylaws, or applicable New Hampshire law.

ARTICLE XII. AMENDMENT OF ARTICLES OF AGREEMENT

These Articles of Agreement may be amended by a majority vote of the Trustees of the Corporation at a meeting duly called for that purpose.

ARTICLE XIII. DISTRIBUTIONS AT DISSOLUTION

Upon the liquidation or dissolution of the Corporation, the officers and Trustees of the Corporation, after paying or making provision for the payment of all of the proper liabilities of the Corporation, shall distribute all of the remaining assets of the Corporation exclusively to one or more entities or organizations which are exempt from federal income tax under Section 501(c)(3) of the Code, whose purposes fulfill as nearly as possible the purposes of the Corporation, as determined by the Trustees of the Corporation. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively to one or more other organizations exempt from Federal income tax under Section 501(c)(3) of the Code whose purposes fulfill as nearly as possible the purposes of the Corporation. No part of the net assets of the Corporation shall be distributed to any Trustee or officer upon the liquidation, dissolution or winding up of the Corporation.

ARTICLE XIV. INCORPORATORS

The names, signatures and post office addresses of each of the persons associating together as incorporators to form the Corporation are:

<u>Incorporator:</u>	<u>Post Office Address:</u>
The Honorable Joseph P. Nadeau <i>s/ Joseph P. Nadeau</i>	PO Box 536 Durham, New Hampshire 03824
Susan Leidy <i>s/ Susan Leidy</i>	201 Myrtle Way Manchester, New Hampshire 03104
Mary McGowan <i>s/ Mary McGowan</i>	10 Hills Avenue Concord, New Hampshire 03301
Mary Susan Leahy, Esq. <i>s/ Mary Susan Leahy</i>	11 South Main Street, Suite 500 Concord, New Hampshire 03301
Sylvio L. Dupuis <i>s/ Sylvio L. Dupuis</i>	451 Coolidge Avenue Manchester, NH 03102