

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

Form No. NP 1
RSA 292:2

ARTICLES OF AGREEMENT
OF
A NEW HAMPSHIRE NONPROFIT CORPORATION

FILED
AUG 4 2000
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

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:
The Governor's Business Partners for Early Learning

Article 2. The object for which this corporation is established is:
The Governor's Business Partners for Early Learning (The Business Partners) is a coalition of business leaders established to address the lack of affordable, accessible, quality childcare and early education in New Hampshire. The Business Partners will work with businesses, child care providers and advocates throughout the state to leverage child care resources and encourage private sector participation in the improvement of early care and education. The Governor's Business Partners for Early Learning will work with the business community and with existing child care organizations on specific projects defined by the recommendations of the Governor's Business Commission on Child Care and Early Childhood Education.

Article 3. The provisions for establishing membership and participation in the corporation are:
The Governor or Board Members will appoint twenty-five board members to serve either one-, two-, or three-year terms. The board shall include a representative from each of the ten New Hampshire counties and representatives from each of the following industries: hospitality/tourism, manufacturing, high technology, health care. In addition, the board shall include representatives of businesses with 50 or fewer employees and representatives of businesses with 200 or more employees. The Governor will serve as an ex officio member of the board. Board members will meet at least three times per year and will participate electronically as necessary in decisions that must be made between meetings.

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 the dissolution of the corporation, the Governor's Business Partners for Early Learning will dispose the corporate assets to the New Hampshire Community Loan Fund to support the New Hampshire Community Loan Fund's child care loan program. Members of the Governor's Business Partners for Early Learning do not retain rights to any corporate assets.

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

The Governor's Business Partners for Early Learning**P.O. Box #1164****Manchester, NH 03105-1164**

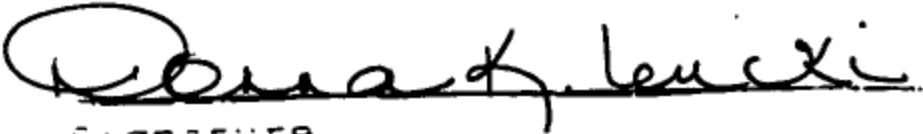
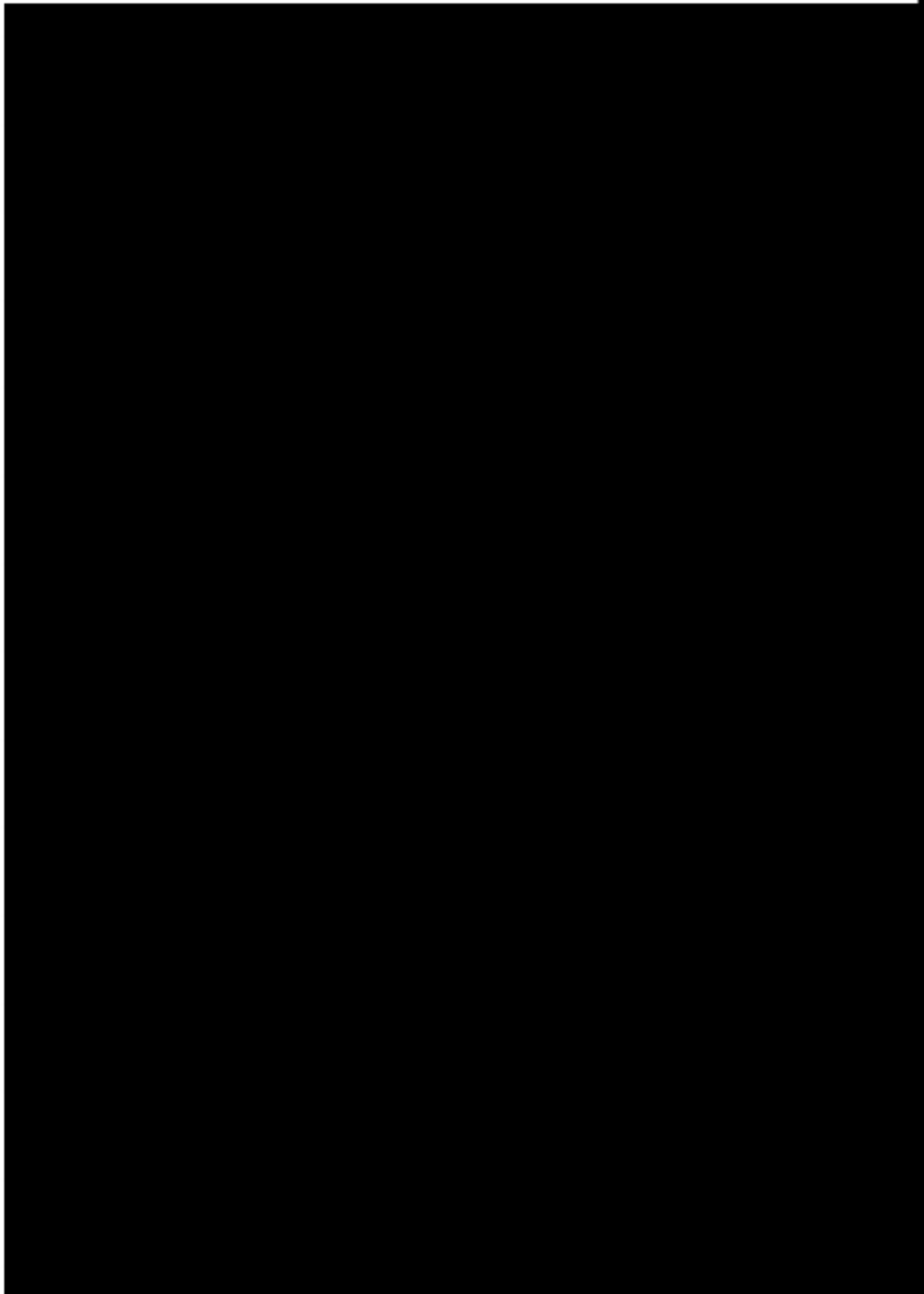
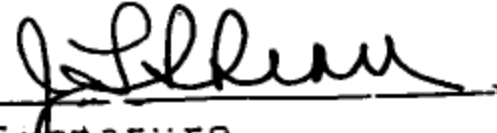
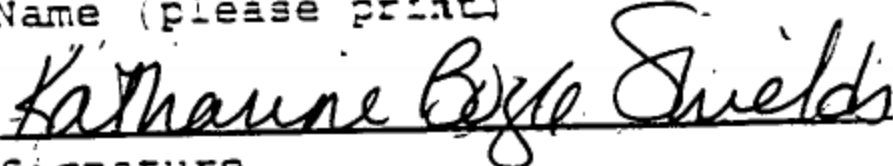
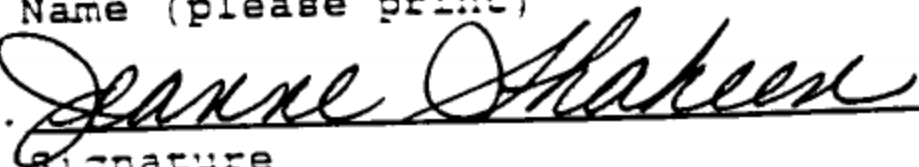
Article 6. The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

None.

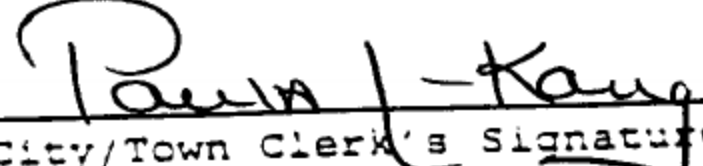
Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)

Members of the Governor's Business Partners for Early Learning shall be immune from liability for acts and omissions during the performance of their duties to the full extent allowed by law. The Business Partners shall indemnify all Members for claims arising out of the performance of their duties, except those arising from: (a) any breach of the of the Member's duty of loyalty to the Business Partners; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) any transaction from which the Member derived an improper personal benefit.

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

	<u>Signature and Name</u>	<u>Post Office Address</u>
	<u></u> Signature	
	<u>Donna K. Lencki</u> Name (please print)	
2.	<u></u> Signature	
	<u>J. Lindsay Shearer</u> Name (please print)	
3.	<u></u> Signature	
	<u>Katharine Bogle Shields</u> Name (please print)	
4.	<u></u> Signature	
	<u>THOMAS RAFFIO</u> Name (please print)	
5.	<u></u> Signature	
	<u>Jeanne Shaheen</u> Name (please print)	

City/Town Clerk's office, City/Town of MANCHESTER, NH
Received and recorded this 3RD day of AUGUST, 2000
(Note 4)


City/Town Clerk's Signature
PAULA L-KANG DEPUTY CITY CLERK
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 is \$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