

STATE OF NEW HAMPSHIRE

AMENDED AND RESTATED ARTICLES OF AGREEMENT OF
THE SANDWICH HOME INDUSTRIES

A NEW HAMPSHIRE NONPROFIT CORPORATION

At a joint meeting of the Council and members of The Sandwich Home Industries, a New Hampshire nonprofit corporation (the "Corporation"), held on _____, 2017 in Center Sandwich, New Hampshire, all of the members of the Corporation's Council and a majority of the members present at the meeting voted to amend and restate the Articles of Agreement of the Corporation, as set forth in the following certificate of vote. The undersigned Chairpersons of the Council and Secretary of the Corporation certify that the following votes to amend and restate the Articles of Agreement of the Corporation, were adopted as aforesaid.

VOTED: To amend and restate the Articles of Agreement of the Corporation, originally effective as of October 1, 1965, by striking said Articles of Agreement and replacing the same, effective as of _____, 2017, with the following:

ARTICLE I
NAME

The name of the Corporation shall be: The Sandwich Home Industries.

ARTICLE II
PURPOSES

The Corporation is organized and shall at all times be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended (the "Code") and the purposes enumerated in Section 1 of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended ("RSA Chapter 292"). Without limiting the generality of the foregoing, the principal activities of the corporation shall include to encourage, nurture and promote the creation and use of fine contemporary and traditional hand-made craft through the inspiration of local and regional artisans, as well as the education of residents of and visitors to the Town of Sandwich, New Hampshire and the promotion of the general growth and prosperity of such Town, including through the operation of a gallery.

ARTICLE III
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE IV
DISPOSITION OF ASSETS

In the event of the dissolution or liquidation of the Corporation, after payment or provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be disposed of to one or more organizations with similar purposes which qualify for exemption from taxation under Section 501(c)(3) of the Code. Any assets not disposed of in this manner by the Corporation shall be distributed in accordance with an order of a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, provided that such organizations shall have similar purposes and be exempt from taxation under the provisions of said Section 501(c)(3).

ARTICLE V
ADDRESS

The address at which the business of the Corporation is to be carried on is: 32 Main St, Center Sandwich, NH 03227.

ARTICLE VI
CAPITAL STOCK

The amount of capital stock, if any, or the number of shares is: None.

ARTICLE VII
RESTRICTIONS ON ACTIVITIES

No part of the assets or net earnings of the Corporation shall be divided among or inure to the benefit of any officer, director or member of the Corporation or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as herein set forth. No contribution shall be made by the Corporation for other than religious, charitable, scientific, literary or educational purposes, and no substantial part of the activities of the Corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the Corporation shall be exempt from federal income tax under the Code and that contributions to it shall be deductible under the Code, and all provisions of these Articles of Agreement shall be interpreted and exercised consistently therewith.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors consisting of at least five (5) persons and such other persons as may be chosen by them, all in accordance with the Corporation's Bylaws and in a manner not inconsistent with these Articles of Agreement, the Code or

RSA 292, as amended. The name and address of each current director of the Corporation is as follows:

Name	Address
Diane Garfield	64 Cove Road Center Harbor, NH 03226
P.J. Blankenhorn	186 Metcalf Road Center Sandwich, NH 03227
Lisa Wardlaw	920 Bean Road Moultonboro, NH 03254
Molly Nye	PO Box 106 N. Sandwich, NH 03259
Margaret Ridgely	PO Box 58 North Sandwich, NH 03259
Kathryn Field	74 Taylor Road Center Sandwich, NH. 03227
Deane Hall	334 Center Harbor Neck Road Center Harbor, NH 03226
Brian Eaton	PO Box 272 Center Harbor, NH 03226
Martin Carmichael	165 Diamond Ledge Road Center Sandwich, NH 03227

ARTICLE IX
TRANSACTIONS WITH INTERESTED PERSONS

Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person. For the purposes of this Article, "Interested Person" means any person or organization in any way interested in the Corporation whether as an officer, director, member, employee or otherwise, and any other entity in which any such person or organization or the Corporation is in any way interested. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to the Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the Board of Directors or a committee thereof which authorized the contract or transaction, and provided, further, that the Interested Person reasonably believed the contract or transaction to be in the best interests of the Corporation. The provisions of this Article shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a

quorum at a meeting of directors or members of the Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction, but shall be inoperative to the extent that the Corporation's exemption from taxation under the Code would be adversely affected thereby.

ARTICLE X
LIMITTION OF LIABILITY

No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit; and provided further that such limitation shall be effective only to the extent that the Corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to an officer or director of the Corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Agreement may be amended or repealed at any meeting of the Board by a majority vote of the Board; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting, and provided further that no such action shall be taken, or if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Code.

VOTED: To direct the officers of the Corporation to cause the foregoing vote further amending and restating, effective as of _____, 2017, the Amended and Restated Articles of Agreement of the Corporation, to be recorded with the New Hampshire Secretary of State and the Town Clerk of Sandwich, New Hampshire as required by law.

We, the undersigned, certify that the foregoing votes of the Council and members of the Corporation remain in full force and effect and have not been modified.

_____, 2017

Diane Garfield
Co-President

_____, 2017

P.J. Blankenhorn

_____, 2017

Co-President

Martin Carmichael

Secretary