

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00
Use black print or type.

Form NP-1
RSA 292:2

Form must be single-sided, on 8½” x 11” paper and have one inch margins on both sides. Double sided copies will not be accepted.

**ARTICLES OF AGREEMENT
OF
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 ARTICLES:

FIRST: The name of the corporation shall be:

This corporation, to be known as the Wildlife Heritage Foundation of New Hampshire, is a charitable and nonprofit corporation.

SECOND: The object for which this corporation is established is:

This Foundation is not for profit and is organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (of the corresponding provision of any future United States Revenue Law). Subject to the foregoing, the Foundation is organized exclusively for the general purposes set forth herein.

The Foundation will carry out this purpose by providing financial report to the N.H. Fish and Game Department (NHFGD) authorized by RSA 206:33-c, through acceptance of gifts, bequests, donations, grants; promoting public awareness of fish and wildlife conservation and encouraging the protection of fish and wildlife habitats , and; encouraging New Hampshire residents and visitors to support the programs of the NHFGD.

- (1) The mission of the Foundation is to create an enduring natural legacy for future generations through stewardship of all New Hampshire wildlife.
- (2) The purpose of the Foundation is to enhance through private financial support, the critical conservation programs of the NHFGD, so that people and wildlife will benefit for generations to come.

(3) More specifically:

- a. To encourage, accept, and administer private gifts of property in support of the activities and services of the NHFGD, which carry out its authorized purpose of stewardship of New Hampshire's fish and wildlife resources.
- b. To undertake and conduct such other activities as will further the conservation, management and education about the fish, wildlife and habitat resources of New Hampshire, for present and future generations of citizens and visitors.
- c. To participate with, and otherwise assist, divisions of government, entities, and individuals in undertaking and conducting activities that will further the mission of the Foundation.

THIRD: The provisions for establishing membership and participation in the corporation are:

The Foundation shall have no members

FOURTH: 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, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to Federal, State, or Local government for exclusively public purposes.

FIFTH: The address at which the business of this corporation is to be carried on is

The Foundation shall have its principle offices at the Department of Fish and Game, 11 Hazen Drive, Concord, NH 03301 and shall at all times maintain a designated agent authorized to accept service of process for the Foundation. (Fish and Game Director)

SIXTH: 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

SEVENTH: 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 1)

No officer or director shall be personally liable to the Foundation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provisions of law imposing such liability, except to the extent provided by applicable law for liability (i) for breach of the officer's or director's duty of loyalty to the Foundation (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.