

**State of New Hampshire**

**Articles of Agreement**

**Of**

**Supporters of the Performing Arts  
at  
Coe-Brown Northwood Academy**

**A New Hampshire Non-Profit Corporation**

THE UNDERSIGNED, BEING ALL PERSONS OF LAWFUL AGE, ASSOCIATION UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING ARTICLES:

**ARTICLE I**  
**NAME**

The name of this corporation shall be Supporters of the Performing Arts at Coe-Brown Northwood Academy. It shall be a non-profit corporation organized pursuant to N.H. RSA Chapter 292.

**ARTICLE II**  
**PLACE OF BUSINESS**

The address at which the business of the corporation is to be carried on is: 907 First New Hampshire Turnpike, Northwood, NH 03261.

**ARTICLE III**  
**PURPOSES**

**Section 1: Mission Statement**

The purpose of Supporters of the Performing Arts at Coe-Brown Northwood Academy is to support and enhance the programs of the Performing Arts within the Communities of Coe-Brown Northwood Academy (hereinafter referred to as "CBNA").

The corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to individuals in the form of scholarships, or, to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"), or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.



**Section 2: Duties**

- a. Promote educational development in the Performing Arts programs at CBNA.
- b. Participate actively in and achieve effective working relationships with other approved organizations of CBNA and their communities.

**ARTICLE IV**  
**MEMBERSHIP**

Membership will be open to anyone with an interest in supporting the Performing Arts programs at CBNA (hereinafter referred to as the "General Membership"). Membership will be accepted upon the completion of the membership application and payment of the membership dues.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors, the initial members of which shall consist of the five (5) incorporators 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 and with the provisions of N.H. RSA 292, as amended.

**ARTICLE VI**  
**CAPITAL STOCK**

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

**ARTICLE VII**  
**GENERAL PROVISIONS**

**Section 1: Net Earnings**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 III hereof.

**Section 2: Political Activity**

No substantial part of the activities of the corporation shall be 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 distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 3: Other Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

**Section 4: Authorization to Sign**

The President or Vice President, upon passage of consent approval by: (1) the Board; and (2) the majority of the General Membership present at a Board meeting, shall be authorized to sign agreements, grants or other legally binding documents on behalf of the corporation.

**Section 5: Fiscal Year**

The operating and fiscal year of the corporation shall begin on August 1<sup>st</sup> and end on July 31<sup>st</sup>.

**ARTICLE VIII**  
**LIMITATION OF LIABILITY**

Unless otherwise expressly authorized by the Board, the Primary Officers and Directors shall serve without compensation and, pursuant to Section 508:16 of N.H. RSA, shall not be liable for bodily injury, personal injury and property damages if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the corporation.

The Primary Officers and Directors of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. To the fullest extent now or hereafter permitted by law, no Director or Officer shall be personally liable to the corporation for monetary damages for breach of their fiduciary duties as an officer.

**ARTICLE IX**  
**AMENDMENTS**

**Section 1: Approval**

These Articles of Agreement may be altered, amended or repealed, and new Articles of Agreement may be adopted at any meeting of the Board by a majority vote of the Board. However, in no event may any amendments be made which would affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

**Section 2: Notification**

Any actions taken by the Board shall be taken only after notification at least 21 days in advance of the meeting of the Board.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of Supporters of the Performing Arts at Coe-Brown Northwood Academy, the Board shall, after paying or making provisions for payment of all liabilities, dispose of all assets of the corporation. The assets shall be given to any Performing Arts organization within CBNA; or an organization or organizations, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code, as the Board shall determine.

**ARTICLE XI**  
**INCORPORATORS**

The signatures and post office addresses of each of the persons associating together to form the corporation is set forth below:

<u>Joanne L. Gagnon, President</u> Signature	<u>473 BERRY RIVER RD</u> Street
<u>JOANNE L. GAGNON</u> Name (please print)	<u>BARRINGTON, NH 03825</u> City/Town/State/Zip
<u>Anne S. Bailey, vice President</u> Signature	<u>159 Main St.</u> Street
<u>ANNE S. BAILEY</u> Name (please print)	<u>Northwood, NH 03261</u> City/Town/State/Zip
<u>[Signature]</u> Signature	<u>38 Jennifer Ln</u> Street
<u>Kimberly S May</u> Name (please print)	<u>Stratford, NH 03884</u> City/Town/State/Zip
<u>Sheila I. Hatfield</u> Signature	<u>32 Jennifer Lane</u> Street
<u>Sheila I. Hatfield</u> Name (please print)	<u>Stratford, NH 03884</u> City/Town/State/Zip
<u>Scott A. Goodell</u> Signature	<u>44 KRISTIE LANE</u> Street
<u>SCOTT A. GOODELL</u> Name (please print)	<u>STRAFFORD, NH 03084</u> City/Town/State/Zip



FOUNDED 1867

## Coe-Brown Northwood Academy

907 First New Hampshire Turnpike  
Northwood, New Hampshire 03261  
Telephone: (603) 942-5531  
Fax: (603) 942-7537  
www.coebrown.org

DAVID S. SMITH, *Headmaster*  
PAUL W. DAVIS, JR., *Assistant Headmaster*  
SALLY A. ASELTINE, *Dean of Student Services*  
STEPHEN H. SMITH, *Guidance*  
ANNE H. ONION, *Guidance*  
TARA TENASCO, *Guidance*  
JENNIFER COX, *Guidance*

September 15, 2011

Mr. William M. Gardner  
Secretary of State  
107 N. Main Street  
Concord, NH 03301-4989

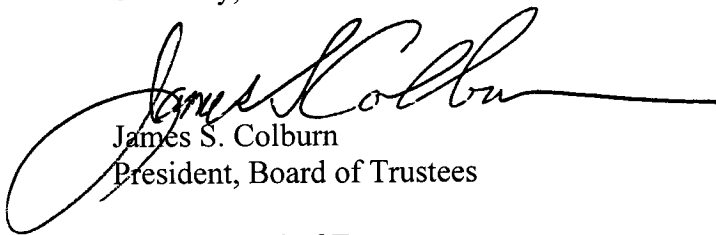
RE: Supporters of the Performing Arts at Coe-Brown Northwood Academy

Dear Mr. Gardner:

At the September 14, 2011 Board of Trustees meeting, the Board approved the inclusion of "Coe-Brown Northwood Academy" as part of the name of the Supporters of the Performing Arts. It is our understanding that this approval is required as part of their filing articles of agreement. The vote was unanimous.

Should you have any questions in this regard, please feel free to contact me at 942-8357 or email [jcolburn@metrocast.net](mailto:jcolburn@metrocast.net).

Sincerely,



James S. Colburn  
President, Board of Trustees

cc: Board of Trustees  
David S. Smith, Headmaster  
Margaret Joyce, Director of Development and Alumni Affairs  
Joanne Gagnon, President, Supporters of the Performing Arts