

AMENDED AND RESTATED
ARTICLES OF AGREEMENT
OF
MESSER POND PROTECTIVE ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation shall be Messer Pond Protective Association, Inc.

ARTICLE II

Powers and Purposes

Section 2.1. Purposes. The Corporation is established for the following purposes:

- (a) Promote stewardship of and monitor Messer Pond and its watershed area to preserve and protect its many qualities as a natural resource;
- (b) Educate its membership, the community, and the general public on the proper environmental preservation and use of Messer Pond and its watershed;
- (c) To maintain insofar as possible a desirable water level for Messer Pond;
- (d) Assist in and support the work of federal, state, and local authorities in protecting Messer Pond's ecology with respect to water purity and its natural populations of fish, water birds and other wildlife;
- (e) Educate its membership, the community and the general public using the water body about the boating rules and regulations, both state and local, pertaining to Messer Pond; and encourage all to comply with such rules and regulations; and
- (f) Promote and assist in other events and activities that advance the purity, safety and recreational value of Messer Pond and collaborate with other organizations in endeavors that further the purposes of the Corporation.

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

Section 2.2. Powers. The Corporation shall have all the powers necessary to carry out the corporate purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

ARTICLE III

Place of Business

The address at which the business of this Corporation is to be carried out is P.O. Box 103, New London, New Hampshire 03257.

ARTICLE IV

Board of Directors

The duties, terms of office and manner of electing officers and directors of the Corporation are set forth in the bylaws of the Corporation.

ARTICLE V

Members

The Corporation's membership shall include any person who has an interest in furthering the purposes of the Corporation and who pays dues to the extent prescribed by the board of directors and set forth in the bylaws of the Corporation.

ARTICLE VI

General Prohibitions

1. The Corporation shall have no capital stock.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, 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 2. 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, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of the corporation's liabilities and obligations, distribute all of the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Probate Court of Merrimack County, New Hampshire, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No director, officer, employee or person connected with the Corporation shall be entitled to share in the distribution of any of the corporation's assets or property upon its dissolution.

4. Notwithstanding any other provision of these articles, no director of the Corporation shall be personally liable to pay the liabilities of the Corporation.

ARTICLE VII

Liability of Directors and Officers

No director or officer of the corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, or officer, as the case may be, except with respect to:

- (a) Any breach of the director's or officer's duty of loyalty to the Corporation;
- (b) Any acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; and
- (c) Any transaction from which the director, or officer, derived an improper personal benefit.

ARTICLE VIII

Amendments

These Articles of Agreement may be amended or repealed by the affirmative vote of not less than two-thirds (2/3) of the membership present at any meeting of the membership, or by written proxy vote, duly called pursuant to the bylaws; *provided however*, that written notice of the proposed change shall be specified in the notice of the meeting, and that notice shall be given out no less than 30 days prior to such 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, or the corresponding section of any future federal tax code, unless such action is to dissolve the Corporation. Furthermore, any member may submit in writing any proposed amendment to the Board of Directors at any time up to 60 days prior to the annual meeting for the purpose of being voted on at said annual meeting as described above.

Dated: July 17, 2010

Marie A. Rossachacj
Secretary