

The State of New Hampshire

Form of Articles of Agreement

(For corporations forming under the provisions of chapter 292 R.S.A.)

The undersigned, being persons of lawful age, associate under the provisions of the Laws of New Hampshire by the following

ARTICLES OF AGREEMENT

Article 1. The name of this corporation shall be
Twin State Radio Club, Inc.

Article 2. The object for which this corporation is established is
To promote Amateur Radio education, fraternalism, and general interest in Amateur Radio to the greater community, and to provide voluntary communication services for public events and in times of emergency.

Article 3. The place in which the business of this corporation is to be carried on is
85 Blackwater Rd. Canaan, NH 03741

Article 4. The amount of capital stock or number of shares is
None

Article 5. Membership
A. All persons interested in Amateur Radio and willing to support the stated aims of the Corporation and abide by all FCC rules and regulations may be considered eligible for membership.
B. There shall be three classes of Membership: Voting, Associate, and Honorary.

Article 6. Officers
The Corporation's Board of Directors shall be the duly elected President, Vice President, Secretary, Treasurer, and FCC License Trustee.

Article 7. Dissolution
In the event of such dissolution, all Corporation-owned equipment, funds and other assets must be donated to one or more not-for-profit organizations organized for purposes substantially similar to those of the Twin State Radio Club, Inc., such as other Amateur Radio clubs, or the American Radio Relay League Inc., and in accordance with state and federal laws. No such funds or assets shall accrue to any member or officer except to settle legitimate debts.

Article 8. Officer's Liability

- A. The trustees and officers of the corporation will not be personally liable, and will be shielded from personal liability, for any debt, liability, or obligation of the Corporation, to the maximum extent permitted by the laws of the State of New Hampshire as in effect at the time the liability is determined. No trustee or officer of the Corporation will be personally liable to the corporation (or its members or stockholders, should it then have members or stockholders) for monetary damages for any breach of fiduciary duty by such trustee or officer, as a trustee or officer, except to the extent that exculpation from liability is not permitted under the laws the State of New Hampshire as in effect at the time the liability is determined.
- B. In furtherance and not in lieu of these limitations on liability, the Corporation adopts the exculpation provisions permitted by NH RSA 292:2(V) which authorize the Corporation to eliminate or limit the personal liability of a director or officer of the Corporation to the Corporation or its members or shareholders (if any) for monetary damages for breach of fiduciary duty as a director or officer, except with respect to (1) any breach of the director's or officer's duty of loyalty to the Corporation or its members or shareholders (if any), (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (3) a violation of NH RSA 293-A:8.33 (or its successor); or (4) any transaction from which the director or officer derived an improper personal benefit.
- C. No amendment or repeal of this Article will apply to or have any effect on the liability or alleged liability of any director and/or officer of the Corporation for or with respect to any acts or omissions of such director and/or officer occurring prior to that amendment or repeal.

Article 9. Conflict of Interest Policy

The Corporation shall adopt and maintain a conflict of interest policy in accordance with NH state law.