

ARTICLES OF AGREEMENT
OF
OLD LIBRARY TRUST

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

ARTICLE I

Name

The name of the corporation shall be Old Library Trust (hereinafter the "Corporation").

ARTICLE II

Purpose

The objects for which this Corporation are established are:

1. To educate, promote and encourage public interest in use of and support of the Jackson Old Library building, currently located at 125 Main Street in Jackson, New Hampshire, dedicated in 1901 as the Jackson Public Library and designed by Architect William Ralph Emerson.
2. To raise funds by contributions, donations, membership subscription, grants, events, bequests and direct appeal for funds for the preservation, conservation and improvement of the Old Library building.
3. To collect and disseminate information regarding activities and events provided at the Old Library.
4. To promote actions required for the preservation, conservation and improvement of the Old Library.
5. To provide such services, advice and assistance to the Town of Jackson Board of Selectmen or any committee appointed by the Board of Selectmen for the purpose of managing the Old Library, as they may request.
6. To have and exercise all the rights, powers, and privileges appertaining to voluntary associations under the laws of the State of New Hampshire, which have no capital stock, and which objectively is not a division of profits.

The Corporation shall have the power to do all acts and things reasonably incident or desirable to further such purposes, including the power to receive by purchase, gift, grant, device, bequest or in any other lawful manner any real or personal property and to hold, use, improve, operate, manage, lease, convey, convert and invest or otherwise dispose of by gift, sale, lease or otherwise any real or personal property, and to participate as joint venture or partner with others in connection with any act or thing in which the Corporation is empowered to engage.

The Corporation is organized and shall be operated exclusively for purposes for which an organization may be exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III

Membership

The members of this Corporation shall be such persons who are accepted into membership by a Board of Directors and who demonstrate their support for the corporation and its purposes. The Corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin. The Board may require the payment of dues as a condition of membership and may establish the amount of such dues. The Board may terminate, with or without cause, the membership of any member, and shall be the final judge in all cases of membership status. The participation of members in the affairs shall be as set forth in the corporation's bylaws, as amended from time to time. The Board shall be responsible for maintaining a roster of current members: persons whose names appear on the roster shall be deemed to be holders of membership certificates for the purposes of exercising rights reserved to holders of such certificates in RSA 292.

ARTICLE IV

Disposition of Assets

In the event of dissolution of the Corporation, the Corporate assets shall be distributed to the Bertha Rogers Scholarship Fund held in the New Hampshire Charitable Foundation for the benefit of Jackson students. If distribution cannot be made under the conditions set forth above, then the assets shall be distributed as determined by the Board for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the United States government, or to a state or local government, for a public purpose.

ARTICLE V

Address

The address at which the business of this Corporation is to be carried on is Old Library Trust, c/o Jackson Town Offices, 54 Main Street, P.O. Box 268, Jackson New Hampshire, 03846.

ARTICLE VI

Capital stock

The Corporation shall have no capital stock.

ARTICLE VII

Limitation of Liability

No director or officer of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director or an officer except with respect to:

1. Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any transaction from which the director, officer, or both, derived an improper personal benefit.

If under New Hampshire law, a voluntary corporation may exempt directors and officers from additional liability than that set forth above, the directors and officers of the corporation shall be so exempt.

ARTICLE VIII

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 II hereof.

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 (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 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 Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX

Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors, the initial member of which shall consists of five (5) incorporators and such other persons as may be chosen by them all in accordance with the Corporation's By-Laws and in a manner not inconsistent with these Articles of Agreement, the Code and with the provisions of RSA 292, as amended.

ARTICLE X

Amendments

These Articles of Agreement may be amended by a majority vote of the Board of Directors at a meeting duly called for that purpose and by recording a certified copy of such vote as specified in RSA 292. No such action of amendment 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.

ARTICLE XI

Incorporators

The signatures and mailing address of each of the persons associated together to form the Corporation are set forth below:

	Signature and Name	Mailing Address
1.	<u>Joan Aubrey</u> <u>Joan Aubrey</u>	<u>PO Box 495</u> <u>Jackson NH 03846</u>
2.	<u>MARGIE FURLONG</u> <u>Maryann Furlong</u>	<u>PO Box 367</u> <u>Jackson, NH 03846</u>
3.	<u>Alicia Hawkes</u> <u>ALICIA HAWKES</u>	<u>P.O. Box 79</u> <u>JACKSON NH 03846</u>
4.	<u>Marilyn M Rodes</u> <u>Marilyn M Rodes</u>	<u>POB 189</u> <u>JACKSON NH 03846</u>
5.	<u>Susan May</u> <u>SUSAN MAY</u>	<u>PO Box 352</u> <u>JACKSON NH 03846</u>