

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that the attached is a true copy of the

**Articles of Amendment**

for

VERMONT EDUCATION HEALTH INITIATIVE, INC.

**(SEE ATTACHED)**

As filed in this department on June 20, 2013.

June 27, 2013

Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital



James C. Condos  
Secretary of State



**VERMONT EDUCATION HEALTH INITIATIVE, INC.**

**ARTICLES OF AMENDMENT**

At a meeting of the Board of Directors of the Vermont Education Health Initiative, Inc. on June 11, 2013 the Directors met for the purpose of amending the Articles of Incorporation of said Corporation.

1. The amendments to the Articles of Incorporation are as follows

a. To amend **Article I** as follows:

The name of the corporation shall be Vermont Education Health Initiative, Inc. and its location shall be in the Town of Berlin, Washington County, State of Vermont, and at such other place or places within or without the State of Vermont as shall be deemed by the Directors to be in the best interest of the corporation.

b. To amend **Article II** as follows:

The period of duration of this nonprofit corporation shall be perpetual.

c. To amend **Article III** as follows:

The purpose for which the corporation is organized is to contract for and provide, directly or indirectly, coverage and benefits for health, medical, disability, dental and related purposes, exclusively to individuals (and their dependents) employed by, affiliated with or members of municipal school districts or municipalities, and their instrumentalities and agencies, created and existing under Vermont law, including those defined under Title 24, Vermont Statutes Annotated, §§ 4941 and 4947, and such other education-related organizations as may be approved by the Corporation's Board of Directors and the Vermont Department of Financial Regulation. Participation in programs and services provided by the organization shall be limited to employees or members of such municipal school districts, municipalities and instrumentalities thereof.

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No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, employee, agent or other private individual, person, group or association, provided, however, that all such earnings shall be retained and employed by the Board of Directors to acquire and deliver health, medical, disability dental or related benefits to the organization's permitted participants.

d. To amend **Article IV** as follows:

The number of directors constituting the Board of Directors of the corporation shall be five (5), and the names and addresses of the initial directors of the corporation, consisting of seven (7) directors, who shall serve until the first annual meeting of the corporation, are as follows:

Robert Giroux	229B Ledgewood Lane, Milton, VT 05468
Laura Soares	43 Skyview Road, Randolph Center, VT 05061
Martha Allen	465 Pollard Hill, Canaan, VT 05903
Mark Hage	26 Liberty Street, Montpelier, VT 05602
Steve Post	6 Walker Terrace, Montpelier, VT 05602
Joel Cook	2996 Spear Street, Charlotte, VT 05445
Joseph Zimmerman	60 Winooski Falls Way, Unit 1408, Winooski, VT 05404

e. To amend **Article V** as follows:

The registered agent of the corporation shall be Robert Halpert, Esq., whose address is 140 Main Street, Montpelier, VT 05602.

f. To amend **Article VI** as follows:

The registered office of the corporation shall be at the office of its registered agent, 140 Main Street, Montpelier, VT 05602.

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g. To amend **Article VII** as follows:

(a) Members of the corporation shall be entitled to vote only for the election of directors thereof, and to approve amendments to the Bylaws and Articles of Incorporation relating solely to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected or selected, and each member shall be entitled to one vote and shall not have the right to cumulate its vote.

(b) The conditions and regulations of membership in the corporation shall be determined and fixed by the bylaws; but membership shall be limited solely to those school districts or education-related organizations organized, created and existing under the laws of the State of Vermont which are eligible to participate in intermunicipal agreements pursuant to 24 V.S.A. §§ 4941(2) and 4947 which, as of the date of the corporation's annual meeting, have in force a valid and binding agreement for the provision of services from the corporation. The bylaws of the corporation may be amended, altered, enlarged or repealed by the Board of Directors consistent with the stated purposes as found in the Certificate of Incorporation issued by the State of Vermont, except any amendment, alteration, enlargement or repeal of the by-laws relating to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected or selected shall be approved by the Board of Directors and the members of the corporation.

(h) To amend **Article VIII** as follows:

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. Since the corporation will not have private shareholders, no part of the net earnings, if any, of the corporation shall inure to the benefit of any private individual person, group, association or other private entities of whatever nature or

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type or to any directors or officers of the corporation. No substantial activities of the corporation shall involve the carrying on of propaganda, or otherwise attempting to influence legislation or participate and intervene in any political campaign.

a. To amend **Article IX** as follows:

In the event of dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to qualifying members of the corporation or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or such corresponding provision of any future United States Internal Revenue Law). Any disposition to qualifying members of the corporation shall be in a manner determined by the Board of Directors, subject to the approval of the Department of Financial Regulation.

Additionally, before this corporation can voluntarily dissolve, the corporation shall present a plan of such dissolution to the Commissioner of the Department of Financial Regulation of the State of Vermont for approval. Any such plan for dissolution shall provide for the payment of all incurred losses and expenses of the corporation's funds and those of its members, including all incurred but not reported losses, as certified by an Actuary, to the extent of the corporation's assets. No assets of the corporation shall be used for any other purpose until all such losses and expenses are paid in full.

(j) To amend **Article X** as follows:


The fiscal year of this corporation shall commence July 1.

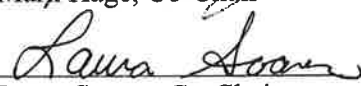
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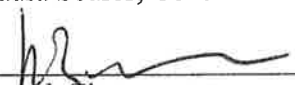
(k) To amend **Article XI** as follows:

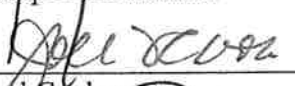
These Articles may be amended in the manner as set forth in these Articles, in the corporation's bylaws and as prescribed by statute.


Dated at Berlin, Vermont this 11<sup>th</sup> day of June, 2013.

  
Mark Hage, Co-Chair

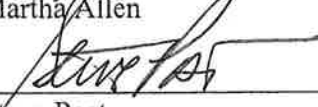
  
Laura Soares, Co-Chair

  
Joseph Zimmerman

  
Joel Cook

  
Robert Giroux

  
Martha Allen

  
Steve Post

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I, Laura Soares, Secretary to the Corporation, hereby certify that at a duly warned meeting of the Board of Directors of the Vermont Education Health Initiative, Inc. on June 11, 2013, the Board of Directors, by unanimous vote, adopted the above-stated Articles of Amendment to the Corporation's Articles of Incorporation.

Attest,   
Laura Soares, Secretary