

**VERMONT EDUCATION HEALTH INITIATIVE, INC**  
**ARTICLES OF AMENDMENT**

At a meeting of the Board of Directors of the Vermont Education Health Initiative, Inc. on \_\_\_\_\_, 2019, 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 IV** as follows:

The number of directors constituting the Board of Directors of the corporation, as provided by Act 11 of 2018, shall be ~~five (5)~~six (6). ~~The 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~~were 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

b. 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 The bylaws of the corporation may be amended, altered, enlarged or repealed by the Board of Directors consistent with the stated purposes as found in the Certificate of Incorporation issued by the State of Vermont and Vermont Act 11 of 2018, 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.

Dated at Berlin, Vermont this \_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Frances Brock

\_\_\_\_\_  
Joel Cook

\_\_\_\_\_  
Martha Gagner

\_\_\_\_\_  
Robert Letovsky

\_\_\_\_\_  
Peggy Maxfield

\_\_\_\_\_  
Tracy Wrend