

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Amendment

I, James C. Condos, Vermont Secretary of State, do hereby certify that

attached is a true copy of the

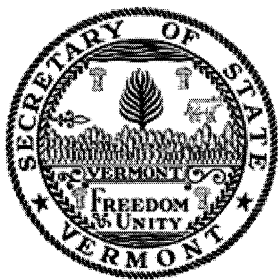
Articles of Amendment

for

VERMONT EDUCATION HEALTH INITIATIVE, INC.

(SEE ATTACHED)

As filed in this department effective October 03, 2019



October 03, 2019

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

A handwritten signature in cursive script that reads "James C. Condos".

James C. Condos
Secretary of State A1

BusinessID: 0053667
Filing Number: 0002581439

**VERMONT SECRETARY OF STATE****Corporations Division**

MAILING ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

DELIVERY ADDRESS: Vermont Secretary of State, 128 State Street, Montpelier, VT 05633-1104

PHONE: 802-828-2386

WEBSITE: www.sec.state.vt.us**BUSINESS AMENDMENT******ELECTRONICALLY FILED****

FILING NUMBER: 0002581439

FILING DATE/TIME: 10/3/2019 9:40:00 AM

EFFECTIVE DATE: 10/3/2019

BUSINESS INFORMATION	
BUSINESS ID	0053667
BUSINESS NAME	VERMONT EDUCATION HEALTH INITIATIVE, INC.
BUSINESS TYPE	Domestic Non-profit Corporation
BUSINESS DESCRIPTION	PROVIDE, DIRECTLY OR INDIRECTLY
BUSINESS EMAIL	laura@vsbit.org
ORIGIN DATE	7/1/1996

AUTHORIZER INFORMATION	
AUTHORIZER SIGNATURE	ROBERT HALPERT
AUTHORIZER TITLE	ATTORNEY

VERMONT EDUCATION HEALTH INITIATIVE, INC
ARTICLES OF AMENDMENT

At a meeting of the Board of Directors of the Vermont Education Health Initiative, Inc. on January 30, 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 six (6). The names and addresses of the initial directors of the corporation, which consisted of seven (7) directors who served until the first annual meeting of the corporation in 2013, 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:

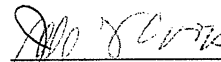
(a) Members of the corporation shall be entitled to vote only for the term of office of directors, and each member shall be entitled to one vote and shall not have the right to cumulate its vote.

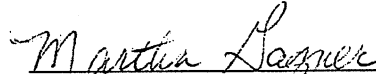
(b) The conditions and regulations of membership in the corporation shall be determined and fixed by the bylaws; but membership shall be limited solely to those school districts or education-related organizations organized, created and existing under the laws of the State of

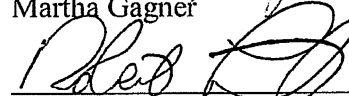
Vermont which are eligible to participate in intermunicipal agreements pursuant to 24 V.S.A. §§ 4941(2) and 4947 which, as of the date of the corporation's annual meeting, have in force a valid and binding agreement for the provision of services from the corporation. The bylaws of the corporation may 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 term of office of directors shall be approved by the Board of Directors and the members of the corporation.

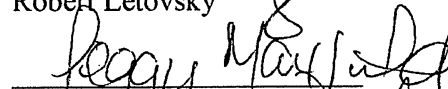
Dated at Berlin, Vermont this 30th day of January, 2019.

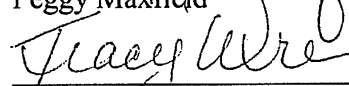

Frances Brock


Joel Cook

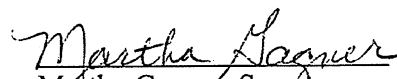

Martha Gagner


Robert Letovsky


Peggy Maxfield


Tracy Wrend

I, Martha Gagner, Secretary to the Corporation, hereby certify that at a duly warned meeting of the Board of Directors of the Vermont Education Health Initiative, on January 30, 2019, the Board of Directors, by unanimous vote, adopted the above-stated Articles of Incorporation.


Martha Gagner, Secretary

**ARTICLES OF RESTATEMENT
VERMONT EDUCATION HEALTH INITIATIVE, INC.
A NON-PROFIT CORPORATION**

Pursuant to 11B V.S.A. § 10.06, the Vermont Education Health Initiative, Inc., a Vermont non-profit corporation, hereby restates its Articles of Incorporation, including all amendments to such Articles as adopted by the corporation's Board of Directors through January 30, 2019.

The full text of the restated Articles of Incorporation is as follows:

ARTICLES OF INCORPORATION
[full text of proposed amended articles]

Article I.

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.

Article II.

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

Article III.

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 educated-related organizations.

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.

Article IV.

The number of directors constituting the Board of Directors of the corporation shall be six (6). The names and addresses of the initial directors of the corporation, which consisted of seven (7) directors, who served until the first annual meeting of the corporation, 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

Article V.

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

Article VI.

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

Article VII.

(a). Members of the corporation shall be entitled to vote only for the term of office of the directors, 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 pursuant to 24 V.S.A. § 4947(d), except any amendment, alteration, enlargement or repeal of the bylaws relating to the term of office of directors shall be approved by the Board of Directors and the members of the corporation.

Article VIII:

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

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.

Article IX:

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.

Article X:

The fiscal year of this corporation shall commence July 1.

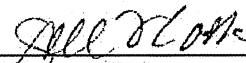
Article XI:

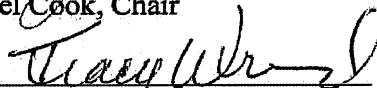
These Articles may be amended in the manner as set forth in these Articles, in the corporation's bylaws and as prescribed by statute.

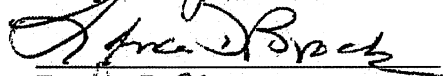
CERTIFICATE OF ADOPTION

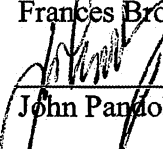
The Board of Directors of Vermont Education Health Initiative, Inc. hereby adopt these Articles of Restatement, and hereby certify, pursuant to 11B V.S.A. §10.30, that all amendments to Articles set forth in these Articles of Restatement have been approved by the Vermont Department of Financial Regulation.

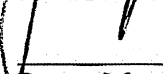
Dated at Berlin, Vermont this 24th day of September, 2019.

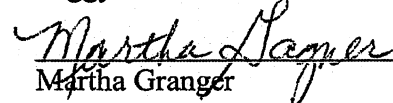

Joel Cook, Chair


Tracy Wrend, Vice Chair


Frances Brock


John Pandolfo


Peggy Maxfield


Martha Granger