

The Construction Specifications Institute Northeast Region

Interim Region Administrative References dated August 6, 2005

Part 2 – Articles of Agreement (Region Certificate of Incorporation)

Purpose – The purpose of this Part is to provide the user with a readily available copy of the current Region “Articles of Incorporation” which define the statutory powers of the incorporated Region

By vote of the Region’s Board of Directors, the Northeast Region is incorporated in the state of New Hampshire as a “Nonprofit” Corporation pursuant to Chapter 292 of the New Hampshire Statutes Annotated. This incorporation provides individual liability protection for volunteers serving in a Region capacity or serving on behalf of the Region as well as other benefits.

The powers granted by the state of New Hampshire are the primary governing authority of the Region. To maintain the benefits of the corporate status, the Region must work within the limits imposed by the state statute.

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Articles of Agreement

The following 3 pages provide a copy of the Articles of Agreement filed with the New Hampshire Secretary of State on October 3, 1993. For the purpose of this copy, all signatures were computer generated and are not an actual copy of the signature.

FILED
Oct – 8 1993
William M. Gardner
New Hampshire
Secretary of State

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides.

Form No. NP 1
RSA 292:2

**ARTICLES OF AGREEMENT
OF
Northeast Region of the
Construction Specifications Institute, Inc.**

A NEW HAMPSHIRE NONPROFIT CORPORATION

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

Article 1. The name of the corporation shall be:

Northeast Region of the Construction Specifications Institute, Inc.

Article 2. The object for which this corporation is established is:

To provide a medium at the Region level for the advancement of the objectives of the Institute.

Article 3. The provisions for establishing membership and participation in the corporation are:

Members of the medium within the domain of the Region.

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

All assets are to be conveyed to the Construction Specifications Institute, Inc., 601 Madison St., Alexandria, VA, 22314-1791.

Article 5. The address at which the business of this corporation is to be carried on is:

1415 Elm St., PO Box 3150, Manchester, NH 03105 – No longer active

Address revised to: Incorp Services, Inc.; 10 Ferry Street, Suite 420; Concord, NH 03301

Article 6. The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

None

Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)

An officer or a director, or a person who holds both positions, will not be personally liable to the corporation or the shareholders for monetary damages for breach of duty pursuant to RSA 292:2 or any subsequent amendment thereto.

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

Signatures and Name	Post Office Address
1. <u>Stanley A Magierowski</u> Signature <u>Stanley A Magierowski</u> Name (please print)	<u>45 St. Germain Drive</u> Street <u>Clark</u> <u>New Jersey</u> <u>07066</u> City/Town State Zip
2. <u>Bernard S> Malone II</u> Signature <u>Bernard S. Malone II</u> Name (please print)	<u>12 South Locus Avenue</u> Street <u>North Providence</u> <u>RI</u> <u>02911</u> City/Town State Zip
3. <u>Joel Derby</u> Signature <u>Joel Derby</u> Name (please print)	<u>125 E. Brighton Ave</u> Street <u>Syracuse</u> <u>NY</u> <u>13205</u> City/Town State Zip
4. <u>Al Racette</u> Signature <u>Al Racette</u> Name (please print)	<u>25 Pine Grove Ave</u> Street <u>Rochester</u> <u>NY</u> <u>14617</u> City/Town State Zip
5. <u>E. Paul Jansson</u> Signature <u>E. Paul Jansson</u> Name (please print)	<u>120 Everglade Ave</u> Street <u>Warwick</u> <u>RI</u> <u>02886</u> City/Town State Zip

City/Town Clerk's office, City/Town of Manchester
Received and recorded this 8th day of October 19 93. (Note 4)

Leo R. Bernier
City/Town Clerk's Signature

Leo R. Bernier
City/Town Clerk's Name (Please Print)

Notes:

1. Recording fee payable to: N. H. Secretary of State.
2. If no provision eliminating or limiting personal liability, insert "NONE"
3. At least five signatures are required.
4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989