

PERRYSBURG ROTARY SERVICE FOUNDATION
AMENDED AND RESTATED
DECLARATION OF TRUST

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This Amended and Restated Declaration of Trust made as of the 25 day of JULY, 2014, by the Perrysburg Rotary Club ("Donor"), Sole Member of the Perrysburg Rotary Service Foundation, which hereby declares that this document is an amendment and restatement of the Declaration of Trust of the Perrysburg Rotary Service Foundation dated as of July 1, 1984, as amended on June 15, 2001, and that the trustees of this trust are hereby directed and authorized to hold and manage assets of the trust, and any additions to it, in trust, as follows:

First: This trust shall be called the "Perrysburg Rotary Service Foundation."

Second: The trustees may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, corporation or other entity, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Third of this Declaration of Trust, or as shall in the opinion of the trustees, jeopardize the Federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, (the "Code"), or corresponding section of any future federal tax code.

Third: A. The principal and income of all property received and accepted by the trustees to be administered under this Declaration of Trust shall be held in trust by them, and subject to the Code of Regulations, the trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in Paragraph C of this Article Third, in such amounts and for such charitable purposes of the trust as the trustees shall from time to time select and determine; and the trustees may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in Paragraph D of this Article Third, in such amounts as the trustees shall from time to time select and determine. The trustees may also make payments or distributions of all or any part of the income or principal to States, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in Paragraph D. No part of the net earnings of this trust shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. The trust shall continue forever unless it is terminated pursuant to Article Fourth hereof. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section

of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. The Donor authorizes and empowers the trustees to form and organize a non-profit corporation limited to the uses and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws of any State or under the laws of the United States as may be determined by the trustees; such corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this trust. Upon the creation and organization of such corporation, the trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this trust may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation and its affairs and property shall be consistent with the provisions of this paragraph.

C. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, community chests or other entities created or organized in the United States, or in any of its possessions, whether under the laws of the United States, any State or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political

campaign on behalf of or in opposition to any candidate for public office. It is intended that the charitable organizations described in this Paragraph C shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Service projects, scholarships and miscellaneous di minimis prizes, awards and acknowledgements of the Rotary Club of Perrysburg and other Rotary Clubs shall also be included within the definition of charitable organizations in this Paragraph C.

D. In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Ohio.

E. Any other provisions of this instrument notwithstanding, the trustees shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding section of any future federal tax code.

Fourth: This Declaration of Trust may be amended or terminated only at a regular meeting of the Sole Member, a quorum of its members being present, by a two-thirds (2/3) vote of all members present provided that notice of such amendment or termination shall have been given to each member of the Sole Member at least ten (10) days before such meeting. Provided however, that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to

the provisions of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Every amendment or modification of this agreement shall be made in writing, shall be signed by two officers of the Donor pursuant to the authority of the members of the Donor, and shall be delivered to each of the trustees then in office. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Declaration of Trust held by the Trustees.

Fifth: In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this Declaration of Trust, the trustees shall have the following discretionary powers:

a) To invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate interest charge and with adequate security.

b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the direction of the trust.

c) To borrow money for such periods, at such rates of interest, and upon such terms as the trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.

(d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, incident to any transaction in which they engage.

e) To vote, to give proxies, to participate in the reorganization merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, attorneys, investment counsel, investment agents, and any other persons deemed necessary by the trustees, and to pay the reasonable compensation and expenses of all such services.

Any other provisions of this instrument notwithstanding, the trustees shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any future federal tax code; nor make any investments in such manner as to incur tax liability under section 4944 of the Code, or corresponding provisions of any future federal tax code; nor make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any future federal tax code.

Sixth: The trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified in Article Third and not otherwise.

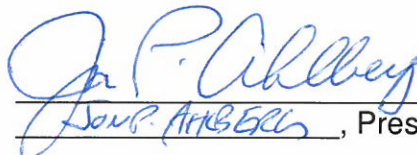
Seventh: Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the trustees, and any amendment thereto, or other written resolution of the trustees, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from any of the foregoing documents or from such certified copy to be a trustee under this Declaration of Trust. No one dealing with the trustees need inquire concerning the validity of anything the trustees purport to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the Trust.

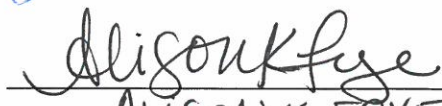
Eighth: In this Declaration of Trust and in any amendment to it, reference to "trustees" mean the one or more trustees, whether original or successor, for the time being in office.

Ninth: This Declaration of Trust is to be governed in all respects by the laws of the State of Ohio.

IN WITNESS WHEREOF, the Donor, through its duly authorized officers, has hereunto subscribed its name as of this 26 day of JULY, 2014.

Rotary Club of Perrysburg


_____, President


_____, Secretary

The foregoing Amended and Restated Declaration of Trust is hereby acknowledged and

accepted by the Perrysburg Rotary Service Foundation as of 7/25, 2014.

Perrysburg Rotary Service Foundation

By: Joseph T. Sullivan
PRSF, Chairman

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