

**The Episcopal Church of St. Martin in the Fields Trust  
State of Georgia  
County of Dekalb**

**AMENDED and RESTATED DECLARATION of TRUST of  
the ST. MARTIN in the FIELDS TRUST**

This instrument dated the 10<sup>th</sup> day of January, 2007 (Item Three), amends and restates the St. Martin in the Fields Trust Agreement dated January 2, 1971, as amended by the First Amendment dated November 26, 1972, as further amended by the Second Amendment dated February 22, 1979, as further amended by the Third Amendment dated August 30, 2000 (Item Eight), as further amended by the Fourth Amendment dated April 13, 2010 (Item Fourteen, subsection E) and as further amended by the Fifth Amendment dated January 26, 2015 (Item Nine, subsection C & E), and as further amended by the Sixth Amendment dated October 12, 2015 (Item Sixteen, all subsections), and as further amended by the Seventh Amendment dated October 12, 2015 by removal of Schedule "A" which described property no longer held in Trust, and as further amended by the Eighth Amendment dated October 12, 2015 the addition of the promissory note held in Trust for John F. McCard, as further amended by the Ninth Amendment dated October 15, 2018 with the removal of the promissory note no longer held in Trust, and with the removal of The Gift Acceptance Committee (Item 17, subsection 2), and with the removal of the Nominating Committee (Item 17, subsection 5).

WHEREAS, Item 8 of the Third Amendment of the Trust gives the Trustees the right to amend the Trust; and

WHEREAS, the Trustees desire at this time to exercise such right to amend and restate the Trust;

NOW THEREFORE, pursuant to Item Eight of the Trust, the hereby amend the Trust (subject to ratifications by the Vestry of the Church) by deleting each and every provision thereof and restating the Trust as follows:

**THE ST. MARTIN IN THE FIELDS TRUST**

THIS DECLARATION OF TRUST, made this 10<sup>th</sup> day of January, 2007, by all of the undersigned being the current Trustees of the Trust.

## **WITNESSETH:**

The Trustees desire to establish a trust to be known as THE ST. MARTIN IN THE FIELDS TRUST upon the conditions and for the uses and purposes hereinafter set forth.

### **ITEM ONE**

#### **General**

**NAME:** The name of this church corporation shall be THE ENDOWMENT FUND OF THE EPISCOPAL CHURCH OF ST. MARTIN IN THE FIELDS.

**DEFINITIONS:** The following words and phrases shall have the following meanings, unless the context clearly indicates otherwise:

<u>St. Martin's Church:</u>	The Episcopal Church of St. Martin in the Fields, Inc.
<u>Church:</u>	The Episcopal Church of St. Martin in the Fields, Inc.
<u>Vestry:</u>	The Record and duly elected church wardens and vestry persons which shall be the board of directors of St. Martin's Church.
<u>Parish:</u>	The congregations that worships at the facilities provided by St. Martin's Church and meets the criteria established by the canons of the Diocese and the National Church.
<u>Code:</u>	Internal Revenue Code 1986, as amended.

### **ITEM TWO**

#### **Original Donor**

The original Donor of this Trust is the Reverend Martin Dewey Gable and his original donation is the sum of One Hundred Dollars (\$100.00).

### **ITEM THREE**

#### **Trustees**

This Trust shall be managed by ten (10) elected, voting Trustees, each of whom shall be communicants in good standing of The Episcopal Church of St. Martin in the Fields in the Diocese of Atlanta, Georgia (the "Church"). Additionally, the Rector and the Senior Warden of the parish of the Church shall serve as advisory, nonvoting Trustees. If the Senior Warden is also an elected Trustee, he will be one of the ten (10) voting Trustees. The Rector and the Senior Warden shall serve in such capacity continuously until his

successor shall be chosen in accordance with the custom and practice of the Church, and each successive Rector and Senior Warden shall likewise serve as Trustees for the duration of this Trust. The remaining ten (10) Trustees shall be elected in the manner set forth in Item Nine. It is acknowledged that, as of the date first written above, the elected Trustees (each of whom was previously elected in the manner provided in the manner provided in a superseded First Amendment to the Original Declaration of Trust) were the following named persons:

Name	Title	Address	Term Expires
John F. McCard	Rector, The Episcopal Church of St. Martin in the Fields	3110 Ashford Dunwoody Road Atlanta, GA 30319	N/A
R. Gregg Magruder	Senior Warden, The Episcopal Church of St. Martin in the Fields	6266 Mountain Brook Way NW Atlanta, GA 30328-3610	12/31/2007
Emily N. Bazzel	Trustee	360 Kelson Drive Atlanta, GA 30327	3/31/2011
Elizabeth S. Ellett	Trustee	312 Franklin Road NE Atlanta, GA 30342-2779	3/31/2010
J. William Goodhew 111	Trustee	2030 Old Dominion Road Atlanta, GA 30350-4619	3/31/2009
Robert T. Hamilton	Trustee	3294 Finistere Court NE Atlanta, GA 30319-1914	3/31/2011
Stephen W. Hurlburt	Trustee	1210 Hampton Hall Drive NE Atlanta, GA 30319-1914	3/31/2009
C. Walker Ingraham	Trustee	4525 Crestwicke Pointe Atlanta, GA 30319	3/31/2007
R. Gregg Magruder	Trustee	6266 Mountain Brook way NW Atlanta, GA 30328-3610	3/31/2008
Irmina Owens	Trustee	6245 Blackwater Trail NW Atlanta, GA 30328-2718	3/31/2007
Robert G. Wilkinson	Trustee	505 Forest Hills NE Atlanta, GA 30342-2335	3/31/2008
George B. Williamson	Trustee	1192 Ives Trail NE Atlanta, GA 30319-1619	3/31/2010

All of whom, together with the Rector and the Senior Warden, acknowledge that they will hold and manage the Trust's assets in Trust in accordance with the terms of this Declaration.

#### **ITEM FOUR**

##### **Name**

The name of this Trust shall be "The Endowment Fund of The Episcopal Church of St. Martin in the Fields" (the "Fund").

#### **ITEM FIVE**

##### **Additional Donations**

The Trustees may receive and accept property, whether real, personal or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation, 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 be conditioned or limited in such manner as shall require the disposition of its income or its principal to any person or organization other than described in Item 5 of this Declaration of Trust, or if it 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 amended (the "Code"), or if it shall otherwise be unacceptable to the Trustees.

#### **ITEM SIX**

##### **Purpose**

A. This Trust is a public charity operating exclusively for religious purposes within the meaning of Section 501 of the Code and shall at all times share the religious doctrine of the Church. The Trust is an affiliate of the Church as defined in Treas. Reg. Section 1.6033-2(h) and shall receive financial support primary from internal sources within the Church, as opposed to public or governmental sources. The purpose of this Trust is to enable the Church to fulfill more completely its mission through the development and enhancement of the Church, its facilities and ministries beyond what is possible through annual operating funds.

B. The Trust shall be managed as a true endowment employing the restriction that the principal shall not be invaded. For the purposes of this Declaration of Trust, "principal" is defined as the sum of \$833,581.00 as of December 31, 2006, excluding interest, dividend and increases in market value of the Trust Property.

C. The Trust Property shall be managed by the Trustees. All property received and accepted by the Trustees shall be held, invested, reinvested and administered under this Declaration of Trust. The Trustees are hereby authorized to make payments or distributions from income to or for the use of the Church, the Diocese of Atlanta and the National

Episcopal Church, in such amounts and for such purposes of the Trust as the Trustees shall from time to time select and determine.

D. Said payments or distributions of income shall be limited to and shall include only religious purposes within the meaning of that term as used in Section 501(c)(3) of the Code.

E. The Trustees shall at least annually distribute such part of the current income or past accumulation income as is necessary to avoid unreasonable accumulation of income within the meaning of Section 504(a) of the Code.

F. No part of the net earning of this Trust shall inure or be payable to or for the benefit of any Trustee, officer, or other private individuals, and no part of the activities of this Trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, or the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## **ITEM SEVEN**

### **Term and Dissolution**

A. The Trust shall continue in perpetuity unless the Trustees terminate it and distribute all of the principal and income, which action may be taken by a unanimous vote of all of the voting Trustees in their discretion at any time.

Upon termination, the trust fund as then constituted shall be distributed to or for the use of The Episcopal Church of St. Martin in the Fields, Inc., if then in existence, and if the Church has ceased to exist, then to or for the use of The Protestant Episcopal Church in the Diocese of Atlanta, or its successors. Notwithstanding the foregoing, upon dissolution, the Trust property shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the Trust property shall be sold and the proceeds distributed to one or more corporations, funds, or foundations organized under Section 501 (c)(3) of the Code, or the corresponding section of any future federal tax code.

B. The Trustees are authorized and empowered to form and organize a nonprofit 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 shall 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 provision for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine, consistent with the provisions of this Declaration of Trust.

## **ITEM EIGHT**

### **Amendment**

Unless otherwise specified in this instrument, this Declaration of Trust may be amended at any time or from time to time by written instrument signed by at least two thirds (2/3) of the voting Trustees and ratified by a two-thirds (2/3) vote of the Vestry of The Episcopal Church of St. Martin in the Fields (the "Vestry"), provided 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 of the Code. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Amended and Restated Declaration of Trust held by the Trustees.

## **ITEM NINE**

### **Selection of Trustees**

A. The ten (10) elected, voting Trustees under this Declaration of Trust shall serve for terms of five (5) years, with terms expiring on March 31<sup>st</sup> (see chart of current Trustees in Item Two). Thereafter, on an annual basis, the Trustees shall elect and the Vestry shall confirm the necessary number for a term of five (5) years.

B. Successor Trustees are to be selected annually, before February 1st of each year, by a majority of the Trustees then in office. All Trustees so elected shall be communicants in good standing of the Church. All elections shall be subject to confirmation by the Vestry of the Church and shall be subject, further, to the limitation set forth in subparagraph (D) below.

C. Any elected Trustee under this Declaration of Trust may by written instrument, signed and acknowledged, resign his office. The number of voting Trustees at all times shall be ten (10), and whenever a vacancy occurs by resignation or by any other cause, there shall be elected by the remaining Trustees a successor Trustee to serve only for the remainder of the term of the Trustee who resigned or whose office was otherwise vacated. Upon the completion of such remainder of the term, the successor Trustee may be eligible for reelection for one (1) additional term. Any election under this subparagraph shall be subject to confirmation by the Vestry of the Church and shall be subject, further, to the limitation set forth in subparagraph (D) below. Any Trustee elected under this subparagraph shall, upon his acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties, and the same title to the trust estate jointly with the surviving or remaining Trustee or Trustees, as if originally appointed.

D. No election shall be made under subparagraph (B) or (C) of this Item that would cause the number of Trustees who are also members of the Vestry to exceed four (4).

E. No Trustee shall serve more than two (2) consecutive five (5) years terms.

F. After a lapse of three (3) years, former Trustees may be elected.

G. The Trustees, whether currently serving or successor, for the time being in office shall have full authority to act even though one or more vacancies may exist. A Trustee may give to another Trustee or other Trustees a power of attorney to act for such Trustee, and any action taken pursuant to such power of attorney shall be valid for all purposes as if done by the Trustee giving such power of attorney. Any such power of attorney may be general or may be limited to certain acts or instruments or may contain conditions and restrictions and may be changed or revoked in the manner specified in the instrument granting the power of attorney or, if no other manner is specified, may be changed or revoked at any time by the Trustee who gave such power giving notice of its change or revocation to the agent Trustee(s).

H. In this Declaration of Trust and in any amendment to it, references to "Trustee" or "Trustees" mean one (1) or more Trustees, whether original or successor, for the time being in office.

1. The Trustees annual meeting shall not be later than March 31<sup>st</sup> of each year and at such other times as a meeting shall be as provided in Item Twelve. For the purposes of this Trust, the Trustees may elect a Chairman, Secretary and such other officers as defined in Item Ten below as they may deem advisable and delegate to such officers such duties as are not inconsistent herewith.

J. The affirmative majority vote of a majority of the voting Trustees then acting shall be necessary to pass any resolution or take any action relative to the corpus or income of the Trust and a majority of the voting Trustees then in office, acting in concert, are authorized and empowered to act on all matters and things as fully and completely as could be done by all the Trustees, except as otherwise provided in this Declaration of Trust.

## **ITEM TEN**

### **Officers**

The Trustees shall elect from their membership a Chairman, a Secretary and a Treasurer.

A. The Chairman, or member designated by the Chairman, shall preside at all meetings.

B. The Secretary shall maintain complete and accurate minutes of all meetings of the Trustees, and supply a copy thereof to each Trustee.

C. Treasurer shall maintain complete and accurate books of account for the Trust. The books shall be reviewed annually by an independent certified public accountant or other qualified and independent person.

## **ITEM ELEVEN**

### **Reporting**

The Trustees shall report to the treasurer of the Church on an annual basis the Trust value, any change in the asset allocation strategy, the distributions and the investment performance of the Trust. Additionally, a report shall be made at each annual meeting of the Parish of the Church. The Secretary will provide a copy of the minutes of each Trust meeting to the clerk of the Vestry.

## **ITEM TWELVE**

### **Meetings**

A. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings when not in conflict with this Declaration of Trust.

B. The Trustees shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Trust. The first meeting of each calendar year shall be deemed the Annual Meeting.

C. A quorum shall consist of six (6) voting Trustees. The affirmative vote of six (6) voting Trustees shall be necessary to carry any motion or resolution.

D. Upon the request of the Rector, Chairman or any three (3) voting Trustees, the Chairman shall call a meeting of the Trustees within fourteen (14) days of the request for such a meeting.



**ITEM THIRTEEN**  
**Investment Guidelines**

A. All assets are to be held in the name of The Endowment Fund of the Episcopal Church of St. Martin in the Fields. The Trustees will administer the portfolio of the Trust in accordance with the following guidelines, as amended from time to time. These investment policies shall be reviewed at least annually by the Trustees to determine whether they shall be amended or remain unchanged.

B. Trustees, at the expense of the Trust, may provide for such professional counseling on investments or legal matters as they deem to be in the best interests of the Trust.

C. The assets of the Trust are to be invested with the same care, skill and diligence that a prudent person would exercise in investing institutional endowment funds.

D. The Trustees shall establish and maintain an asset allocation to reflect and be consistent with the objective herein set forth.

E. The Trustees shall not invest in private placement, letter stock, futures transaction, arbitrage and other uncovered options and shall not engage in short sales, margin transaction or other similar specialized investment activities.

**ITEM FOURTEEN**  
**Allocations Policy**

A. The Trustees may obligate such funds as are necessary to provide for general expenses incident to the management and administration of the Trust.

B. Upon the written request of the Vestry and with approval of the Trustees, funds may be transferred to the Treasurer of the Church for those special purposes which are consistent with the purposes outlined in Paragraph A of Item Six above and are within the limitations in Paragraph C of this Item below.

C. The funds available for distribution during any one (1) year shall not exceed Five Percent (5%) of a twelve (12) quarter average (or, if twelve (12) quarters of data are not available, a three (3) year average) of the value of the Trust Property based on asset values at the end of the most recent appropriate fiscal period. Any non-earning assets held in the Trust will be excluded from the calculations.

D. Any unexpected funds from those available for distribution in a given year will be accrued and will continue to be considered "available for distribution" in subsequent years, unless otherwise designated by action of the Trustees.

E. Nothing in this Declaration including subparagraphs B, C, and D above shall preclude the Trustees, by majority vote, from making loans to the Church from any portion of the Trust Property, earning or non-earning, and the Trustees are hereby expressly authorized to by majority vote, make loans to the Church from any portion of the Trust Property, earning or non-earning, in amounts and on terms as they may deem appropriate under the circumstances. Provided, however, that no loans be made for any purposes that is not in accord with the provisions of Section 501(c)(3) of the Internal Revenue Code. In determining the appropriateness of any loans, the Trustees should be guided by their findings that the Church has emergency or other special needs that with prudence cannot be otherwise met.

### **ITEM FIFTEEN**

#### **Gift Acceptance Policy**

The Trustees will establish a gift review process consistent with the gift review policy of the Church through which the decision is made whether a gift shall be accepted. If a gift of property other than cash or publicly traded securities is offered to the Trust, there will be conducted a careful review to determine whether the best interests of the Trust are served by accepting or rejecting the gift. Guidelines for conducting such a review shall be incorporated in the gift review policy.

### **ITEM SIXTEEN**

#### **Designated and Named Funds**

A. A designated fund of the Trust may be established for gifts in the amount of Fifty Thousand Dollars (\$50,000.00) or more. These gifts may specify the type of allocations for which they may be utilized.

B. The named fund of the Trust may be established for gifts in the amount of Fifteen Thousand Dollars (\$15,000) or more. Gifts that are less than Fifty Thousand Dollars (\$50,000) may not be designated for any one particular purpose.

C. The assets (designated and named) are merged with other assets of the Trust for investment purposes. Only the identity of designated funds is preserved individually, provided that any fund created under this Item shall only be used for the benefit of the Church.

D. The designated fund is established effective the last day of the quarter in which the gift is received. The value is determined either by the actual value, if received by the Trust in cash or the market value of assets determined on the date the fund is established.

E. Income, realized gains or losses, and unrealized gains or losses are allocated quarterly to each designated fund based on its market value relative to the total market value of the Trust at the end of the previous quarter. New gifts are then added and withdrawals are subtracted to arrive at the new value of the designated fund on the last day of the quarter.

F. The assets in the designated funds made available for expenditure, under the formula defined in the Allocations Policy, are limited to the purposes specified in the original designation. Unless otherwise restricted by the donor, the Vestry or the Trustees, any available but unspent assets remain in the designated fund and are available for expenditures in subsequent years, as stipulated in the Allocations Policy. These unspent funds increase the total market value of the designated fund and continue to accrue earnings until expended.

G. The Trustees may agree to establish an individual designated fund with a lesser amount than Fifty Thousand Dollars (\$50,000.00), with the assurance of the donor(s) that the fund will be added to over time and that the Fifty Thousand Dollars (\$50,000.00) minimum level will be reached in a reasonable time. Until such time as the minimum level is reached and the designated fund is established, no earnings will be available for expenditure. The portion of the earnings attributed to that fund will be accrued and become part of the corpus to more readily move the fund to the Fifty Thousand Dollar (\$50,000.00) minimum level.

## **ITEM SEVENTEEN**

### **Committees**

Each trustee shall serve on at least one (1) committee. Each committee shall be chaired by a Trustee who shall be named by the Nominating Committee (except that the chairman of the Nominating Committee shall be named by the Chairman of the Trust). The chairman of each committee shall be responsible for appointing an appropriate number of Trustees and members who are communicants in good standing of the Church to accomplish the responsibilities of the committee. The membership of each committee, including the chairman, shall be approved by the Trustees. The membership of each committee shall be re-established annually. Each committee chairman shall keep a complete set of minutes to be delivered to his or her successor. The standing committees of the Trust are as follows:

1. The Allocations Committee — The Allocations Committee shall be responsible for the distribution of funds from the Trust as described in the Allocation Policy of this Declaration of Trust in accordance with the Purpose of the Trust under Item Five.

2. The Investment Committee — The Investment Committee shall be responsible for investing the funds in accordance with the investment guidelines as described in the Investment Guidelines of this Declaration of Trust. Additionally, the

Investment Committee shall be responsible for bringing to the Trustees recommendations for amendments to the Investment Guidelines as appropriate.

3. The Development Committee — The Development Committee shall be responsible for implementing on-going educational programs that will encourage parishioners of the Church to support the Trust and make them aware of the opportunities for planned giving. Additionally, the Development Committee shall be responsible for promoting the Trust to insure that it remains a vibrant and visible vehicle for endowing the future of the Church.

## **ITEM EIGHTEEN**

### **Powers of Trustees**

Except as limited by Item Six of this Declaration of Trust, in the management, care and disposition of this Trust, the Trustees and any successor in office shall have, in addition to all general powers of Trustees provided by law, the power to do all things and execute all instruments that may be deemed necessary or appropriate, including but without limitation, all the powers enumerated in Section 53-12-232 of the Official Code of Georgia Annotated, as amended, which powers are hereby incorporated by reference into this instrument and specifically made a part hereof, and the following powers, all of which may be exercised in the sole discretion of the Trustees and without order or approval or report to any Court:

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 known as legal investments for Trustees and although all of the trust funds are invested in the securities of one company; provided, however, that the Trustees shall not invest the property of the Trust in such a manner as to violate Section 504(a)(3) of the Code. No principal or income, however, shall be loaned, directly or indirectly, to any voting Trustee.

B. To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, without advertisement, 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 duration of the Trust.

C. To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction in which they engage.

D. 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 the 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.

E. To borrow money as well as to renew any indebtedness, and to secure the same by mortgaging, pledging and conveying any property.

F. To employ auditors, attorneys, brokers, clerks, investment counsel, accountants and other agents and to pay them reasonable compensation.

G. To compromise, settle or adjust any claim or demand by or against the Trust and to rescind or modify any contract affecting the trust property.

H. 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.

I. To determine the manner of ascertainment of income and principal according to sound accounting principles.

J. The Trustees serving under this Declaration of Trust are authorized to pay to themselves amounts for reasonable expenses incurred in the administration of this Trust, but in no event shall any Trustee ever receive any compensation for services rendered in the administration of this Trust.

J. Trustees shall be liable for any acts or omissions committed by them (including losses which may be incurred upon the investments of the assets of the Trust) only to the extent that such acts or omissions were not in good faith or involved intentional misconduct. Each Trustee shall be liable only for his/her own intentional misconduct or for his/her own acts or omissions not in good faith, and shall not be liable for the acts or omissions of any other Trustees. None of the Trustees shall be responsible or liable for the acts or omissions of any other of the Trustees or of any predecessor or of a custodian, agent, depository, or counsel selected with reasonable care. No voting Trustee shall engage in any self dealing or transactions with the Trust in which the Trustee has direct or indirect financial interest and shall at all times refrain from any conduct in which his or her personal interests would conflict with the interest of the Trust.

## **ITEM NINETEEN**

### **Miscellaneous**

A. Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust and any amendments attached thereto held by 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 such original 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 or the trust.

B. This Declaration of Trust is to be construed and regulated by the laws of the State of Georgia.

C. The Trustees shall not be required to make or file any inventory or appraisement or to file any annual or other returns to any court, or to give bond or surety, or to secure any order or consent of any court to carry out any of the powers conferred upon them, or to make any other reports to any court.

[Signatures on following page]

IN WITNESS THEREOF, the undersigned Trustees have executed this Declaration of Trust on and as of the date first written.

\_\_\_\_\_  
JOHN G. McCARD, Non-voting Trustee  
Rector, The Episcopal Church of  
St. Martin in the Fields

\_\_\_\_\_  
R. GREGG MAGRUDER, Non-voting Trustee  
Senior Warden, The Episcopal Church of  
St. Martin in the Fields

(SEAL)

\_\_\_\_\_  
EMILY N. BAZZEL, Trustee

\_\_\_\_\_  
ELIZABETH S. ELLETT, Trustee

(SEAL)

\_\_\_\_\_  
J. WILLIAM GOODHEW 111, Trustee

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ROBERT T. HAMILTON, Trustee

(SEAL)

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STEPEHN W. HURLBURT , Trustee

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C. WALKER INGRAHAM , Trustee

(SEAL)

\_\_\_\_\_  
R. GREGG MAGRUDER , Trustee

\_\_\_\_\_  
IRMINA OWENS Trustee

\_\_\_\_\_  
GEORGE B. WILLIAMSON, Trustee

(SEAL )  
ROBERT G. WILKINSON,



