


*The
Yakima
Foundation
Trust*

Published by
Yakima Chamber of Commerce
Incorporated
Yakima, Washington

Resolution
and
Declaration of Trust
Creating
The Yakima Foundation
Trust

RESOLUTION AND DECLARATION OF TRUST CREATING THE YAKIMA FOUNDATION TRUST

HE YAKIMA FOUNDATION is a community trust established to promote the welfare of persons now residing or hereafter residing in the City of Yakima. It provides a way for future betterment through the creation of a perpetual public trust fund managed by a responsible body which is capable of administering its trust with efficiency and intelligence.

At various times numerous individuals are generously moved to offer something for the public welfare of the city, either now or in the future. The Yakima Chamber of Commerce, recognizing this fact, caused to be created a perpetual community trust through the medium of which a multitude of civic, educational and charitable bequests, large and small, may be combined into one fund which will be large enough in the course of time to be of permanent benefit to the community. The Yakima Foundation Trust represents an organization which is capable of meeting the changing needs of the community and providing flexibility in the power of distribution with safeguards protected by law that will insure permanent security of such donations.

The Yakima Foundation was established by a Resolution and Declaration of Trust adopted by the board of directors of the West Side National Bank on March 30, 1939, and the board of directors of the Guaranty Trust Company on April 13, 1939.

It is urged that citizens desiring to make a contribution to the Yakima Foundation Trust for the purposes outlined in the Declaration of Trust, secure legal advice as to the manner in which to prepare the correct legal document in accordance with the Declaration of Trust and in every instance specify the bank which is to act as trustee. It is of course mandatory that the trustee bank named shall be one that has adopted the Resolution and Declaration of Trust creating The Yakima Foundation Trust.

The Resolution and Declaration of Trust adopted by the trustee banks is included in the following pages:

WHEREAS, it is to the best interests of the City of Yakima and to the inhabitants thereof, and to the best interests of donors who may hereafter desire to make donations for the betterment of the City of Yakima and the inhabitants thereof, that encouragement and promotion of gifts for civic, educational, or charitable uses be made in accordance with a plan which shall (1) meet the changing needs for such gifts, with flexibility in the power of distribution; (2) afford an opportunity alike to persons of wealth and persons of moderate means to make their several gifts to different Trustees of their own selection for such purposes, more effective by providing for the distribution of the income or principal of all of them as if in an aggregate fund; (3) provide for the selection of the beneficiaries of such gifts by an impartial and changing committee of persons chosen for their knowledge of the civic, educational, or charitable needs of the time; and (4) safeguard and provide for the permanent security of the principal of such gifts, and

WHEREAS, it is recognized that public confidence in such a plan and in the security and impartial administration of gifts made under it will be enhanced and assured by the concerted action of the banks and trust companies in the City of Yakima, Yakima County and State of Washington named, and such other banks, trust companies or financial institutions authorized by law to accept and execute such trusts, as the Trustees' Committee hereinafter provided for may approve in writing, and from time to time permit to join with them by the adoption of the following Resolution and Declaration and by filing a certified copy thereof with the Secretary of the Committee appointed as hereinafter provided,

Now, THEREFORE, in order to accomplish such purpose, the Board of Directors of (Trustee Bank) does hereby adopt the following Resolution and Declaration:

I. That the trust hereby provided for shall be known as "THE YAKIMA FOUNDATION TRUST."

II. (Acceptance of Gifts, etc., upon Terms Herein Provided) That (Trustee Bank) will accept any gift, grant, devise or bequest in trust for civic, educational or charitable uses and purposes contained in any instrument which shall have annexed thereto a copy of this resolution and declaration and/or shall effectually identify and incorporate the same by reference and thereby conclusively assent to and adopt (1) all the provisions herein specified; or (2) all the provisions herein specified, but express a desire of the maker (a) as to the time when and the purpose for which the principal shall be distributed, and/or (b) as to the purpose for which the income shall be used for a definite or indefinite period.

(When Special Desires of Donor to be Respected) Among the provisions so to be adopted shall be the following, viz: That any such expressed desire of the maker shall be respected and observed, subject, however, in every case to the condition that if and when ever it shall appear to the Foundation committee that circumstances have so changed since the execution of the instrument containing any gift, grant, devise or bequest as to render unnecessary, undesirable, impractical or impossible a literal compliance with the terms of such instrument, said committee, by resolution adopted by affirmative vote of five members may at any time or from time to time direct the application of such gift, grant, devise or bequest to such other civic, educational, or charitable purpose as in their judgment will most effectually accomplish the general purpose expressed in subdivision (1) of Paragraph IV, without regard to and free from any specific restriction, limitation or direction contained in such instrument.

III. (Definition) The term "Foundation Committee," when hereinafter employed, shall be taken to mean the persons appointed as provided in Paragraph V.

(Trustees not Co-Trustees) All of the trust companies or other financial institutions authorized to accept and execute trusts for the purposes specified in Paragraph IV, where originally named herein or hereinafter permitted to act in concert with them as hereinbefore provided, are sometimes collectively referred to as the trustees or severally as trustee or one of the trustees, but neither

their concerted action hereunder nor such collective reference nor anything herein contained shall be deemed to make them or any of them co-trustees, joint tenants, or tenants in common of any estate or property given, granted, devised or bequeathed for the uses and purposes and upon the conditions herein expressed.

(Each Trust an Estate in Severalty—Trustees Have No Power to Select Beneficiaries) The estate in any property, real or personal, from time to time given, granted, devised or bequeathed to any one of the trustees for the uses and purposes, upon the conditions and subject to the provisions herein expressed shall be deemed to be an estate in severalty and shall be held and administered by the trustees to which such gift, grant, devise or bequest shall be made; but, except as hereinafter in Paragraph IV provided, the trustees shall have no power or disposition over, or to select or appoint the beneficiaries of the rents, profits and income of any such property or to allot the amount to be paid to any of them, such power of selection, appointment and allotment and the duty to exercise it being conferred and imposed upon the Foundation committee, except as otherwise stated herein.

IV. (Appropriation of Entire Net Income Each Year for Certain Purposes) Subject to the particular terms of any gift, grant, devise or bequest as and only to the extent provided in Paragraph II:

(1) The Foundation Committee shall in each calendar year appropriate the entire net income, certified by the Trustees in accordance with the provisions of sub-division (3) of this Paragraph IV, as available for distribution for such civic, educational, or charitable uses as will, in the absolute and uncontrolled discretion of the committee, most effectually assist, encourage and promote the well being of the citizens and inhabitants of the City of Yakima in Yakima County and State of Washington, as now or hereafter constituted, regardless of race, color or creed and without in any way enlarging or extending the generality of the foregoing, but rather, in illustration and explanation thereof, for the following uses and purposes, among others:

a. For assisting civic and educational

undertakings, whether supported by private donations or public taxation.

b. For promoting education and scientific research.

c. To improve living conditions or to provide recreation or recreation grounds for all classes.

d. For such other civic or public purposes as will best make for the mental, moral and physical improvement of the inhabitants of the City of Yakima, according to the discretion of the majority in number of a committee to be constituted as hereinafter provided and to be called and known as The Yakima Foundation Committee.

(2) (Appropriation of Corpus, When) The Foundation Committee may by a two-thirds vote of the whole committee, appropriate for distribution for the uses and purposes aforesaid, not exceeding twenty per cent of the corpus of any trust in any one calendar year, unless otherwise provided for or directed by the donor.

(3) (Certificate of Income) Each of the Trustees shall, within fifteen days after the expiration of each calendar year, by certificate in writing signed by its President or any Vice President, and delivered to the Secretary of the Foundation, certify the amount of income received by such Trustee during the preceding year and the amount available for distribution as herein provided.

(4) (Trustees to Pay Income as and When Ordered by Foundation Committee) Each of the trustees shall pay and disburse such portions of the net income or of the corpus of the property held by them respectively at such times and in such amounts as shall from time to time be ordered or directed by the Foundation Committee, and in the distribution and application of funds available for distribution hereunder, payments may be made (a) to individuals; (b) to corporations or associations maintaining institutions for any one or more of the civic, educational, or charitable uses and purposes aforesaid; (c) to corporations or associations already formed to distribute and apply such funds to any one or more of such purposes; (d) to corporations or associations formed for any one or more of such purposes; by the committee located in the City of Yakima or County of Yakima;

or (e) to the committee, or its employees or upon its direction, for its expense only, as hereinafter provided: Provided, however, that no funds shall be appropriated by the Foundation Committee or paid by any trustee to any corporation or association if any officer, private stockholder, individual, member or employee thereof shall receive or may be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services in effecting one or more of such purposes or as proper beneficiaries of its strictly charitable purposes, or if the organization thereof for any such purposes be a guise or pretense for directly or indirectly making any other pecuniary profit for such corporation or association, or for any of its members or employees or if it be not in good faith organized or conducted exclusively for one or more of such purposes.

(Trustees Protected In So Doing) The trustees shall be fully protected in acting upon any such order or direction of the Committee and shall not be responsible for any act or omission of the Committee.

(5) (Procedure in Case of Failure of Foundation Committee to Appropriate—To Prevent Failure to Carry Out Purposes) If in any year the Foundation Committee shall fail to appropriate, or to order or direct the trustees to pay and disburse the entire net income of said fund as in said subdivisions (1) and (3) of this Paragraph IV provided, the members of the Foundation Committee appointed by the trustees, within thirty days after the end of such year, shall have the powers herein conferred upon the committee, and if they fail to exercise such powers within said period of thirty days, then and in that event, each of the trustees shall have the power and duty of disposition of the portion of the net income of the fund received by it, including power to select and appoint the beneficiaries subject to the limitations herein imposed and prescribed and allot the amount payable to each, to the end that there shall be no failure to carry out the civic, educational, or charitable uses and purposes hereof.

V. (Constitution, Appointment, and Classification of Foundation Committee) The Foundation Committee shall consist of seven citizens of the United States and residents of

the City of Yakima, selected for their knowledge of the civic, educational and charitable needs of the inhabitants of the City of Yakima. In no event shall more than two of the members of said Committee belong to the same religious sect or denomination. No person holding a public office shall be a member of said Committee, but if any member of said Committee shall be appointed or elected to any public office, such member shall serve out the term for which appointed, but shall not be eligible for reelection while holding such office. The Committee shall be constituted, nominated, appointed and classified as follows:

One member shall be appointed by the Mayor of the City of Yakima;

One member shall be appointed by the Board of Directors of the Yakima Chamber of Commerce, Incorporated, or its successors;

One member shall be appointed by the Board of Directors of School District No. 7, of Yakima County, Washington; and

Four members shall be appointed by the Trustees' Committee hereinafter provided for, none of whom however, shall be executive officers of any of the Trustees.

In the event of any question arising as to the official herein authorized to make said appointments, the said decision of the Trustees' Committee hereinafter provided for shall be final and conclusive with respect thereto. All appointments shall be made in writing and a copy thereof filed with the Secretary of the Foundation Committee and with each of the Trustee banks. All appointments shall be for a term of five years, except the appointments first made, which shall be as follows:

One member by the Mayor of the City of Yakima for a term of one year.

One member by the Board of Directors of School District No. 7 for a term of two years.

One member by the Board of Directors of the Yakima Chamber of Commerce, Incorporated, for a term of three years.

One member by the Trustees' Committee for a term of four years.

Three members by the Trustees' Committee for a term of five years.

(Appointments Made in Individual Capacity) In making the appointments of the members of the Foundation Committee the person upon whom such power of appointment is conferred shall be the incumbents for the time being of the several offices specified, and act solely in their individual capacity and by virtue of the power and authority herein conferred.

(Filling of Vacancies) The persons charged with the nomination of the members of the Foundation Committee in classes 1 to 4 inclusive, shall annually, either on their own motion or upon the request of the Trustees' Committee, confer in regard to the filling of vacancies in the Foundation Committee caused by expiration of term, death, resignation or refusal to serve. All such vacancies shall, nevertheless be filled by the authority which made the original nomination.

(When Trustees' Committee May Appoint) Failure of any member of the Foundation Committee to attend three consecutive meetings of the Committee without excuse shall, in the discretion of the Committee, operate as a resignation from membership on the Committee. In the event that any of the persons herein authorized to appoint members of said Committee shall, for thirty days after request to appoint a member of said Committee, fail to exercise the power of appointment herein conferred, then and in any such event such power of appointment may be exercised by the action of the Trustees' Committee evidenced by instrument in writing filed with the Secretary appointed as hereinafter provided.

(Designation of New Sources of Appointment) In the event that any office, the holder of which is designated to nominate and appoint a member of the Foundation Committee, shall cease to exist, then the Trustees' Committee shall designate the holder of another office with power to nominate and appoint a member of the Committee of the same class.

(Organization Meeting—Chairman—Secretary) The Foundation Committee first appointed shall organize as soon as convenient, and the Committee shall thereafter annually meet upon the fourth Tuesday in January. At the first and subsequent annual organization meetings the Committee shall elect a

chairman from among its members. The Trustees' Committee shall appoint a secretary whose title shall be Secretary of the Yakima Foundation, and who shall also be Secretary of both Committees and shall hold office until the expiration of the second calendar year after his appointment and until his successor is appointed.

Any successor shall be nominated by the Trustees' Committee and appointed by affirmative vote of five of the members of the Foundation Committee. The Secretary shall receive such compensation and perform such duties as the said Trustees' Committee determine and shall keep a complete record of the proceedings of both committees.

(Authentication of Orders for Payment of Money) Any written order or direction to a Trustee for the payment of money made pursuant to a resolution adopted at a meeting of the Foundation Committee shall be deemed sufficiently made and executed if signed by the Chairman, Vice Chairman or other member duly authorized by the Committee, and attested by the Secretary or by an Assistant Secretary, who may be appointed by the Foundation Committee, and the Trustees and each of them shall be protected in acting upon any such written order or direction believed by the one of them to which the same shall be addressed to have been signed by the proper person or persons.

(Quorum—Procedure—Rule of Action) A majority of the members of the Foundation Committee shall constitute a quorum for the transaction of any business at any meeting of said Committee, but the affirmative votes or action of at least five members of the Committee shall be required for the making of any order or direction for the payment of money. The said Committee shall have power to adopt regulations and by-laws not inconsistent with this resolution and declaration providing for meetings, regular or special, the appointment of sub-committees for special purposes and for the government of its action and may, at pleasure, amend such regulations or by-laws. The said Committee shall, as a rule of action, as far as possible carry on its investigations through existing agencies or through specially appointed temporary committees or agents and shall avoid bureaucracy

and complicated machinery and consequent expense.

(Expenses) The reasonable expenses of the Foundation Committee and the compensation of the Secretary shall be paid out of the income certified by the Trustees as available for distribution as provided in section (3) of Paragraph IV or out of funds contributed for the purpose, but the members of the Committee shall serve without compensation.

VI. (Title and Powers of Trustees) The trustee of each trust made as provided in Paragraph II shall be vested under the terms of this declaration as trustee of an express trust with the legal title to the property given, granted, devised or bequeathed to it for the uses and purposes and upon the conditions herein expressed and shall be entitled to exercise in respect of the property so held by it all rights of absolute ownership. Without in any way limiting or restricting the generality of the foregoing but rather in enlargement and extension thereof, each Trustee shall have the following powers:

(1) To invest and reinvest any and all moneys received in securities and/or property in which, from time to time, it may be lawful to invest trust funds under the laws of the State of Washington, unless the donor shall otherwise provide;

(2) To retain any and all property, real or personal, which may come into its hands in the form and condition in which it may be, notwithstanding the same be not a lawful investment for trust funds under the laws of the State of Washington, or, if it shall deem it advisable, from time to time sell or exchange any or all such property.

(3) To sell, lease (for such periods as it shall deem for the best interests of said fund), convey, transfer, exchange, deliver and dispose of all or any part of the principal or capital of the funds or property from time to time constituting said fund, at such prices and upon such terms and conditions as to it shall seem expedient and proper; no purchaser of any securities or property sold by said trustee shall be bound to ascertain or inquire into the necessity or propriety of any such sale or shall be bound to see to the application of the purchase moneys paid thereon, and the

receipts or receipt in writing of said trustee for the purchase money of any property sold or for any moneys, stock, funds, shares or securities which may be paid or transferred to them shall effectually discharge the purchaser or purchasers or other person or persons paying or transferring the same therefrom or for being answerable for the application or misapplication thereof.

(4) To consent to the extension, refunding or renewal of any of such securities and to the extension or renewal of any mortgage or lien securing the same;

(5) To make, execute and deliver all proper receipts, bills of sale, conveyances, assignments, transfers, proxies, powers of attorney and agreements as it shall deem best in the management and control of the securities and property constituting said fund;

(6) To apportion any losses to principal or income as it shall deem best;

(7) To make or join in any plan or plans of reorganization or of readjustment in respect of any corporation of which any of the shares of stocks, bonds or other securities or obligations at any time constitute part of the principal of the fund, and to accept and hold any property or new securities in exchange for or in place of any securities surrendered in accordance with any such plan in the place of the securities so surrendered;

(8) To refrain, in its discretion, from setting aside any part of the income received by it from securities taken or purchased as part of said fund at a premium as a sinking fund to retire or amortize such premium;

(9) To vote upon all stocks held by it, to unite with other owners of the securities of any corporation in carrying out any plan for the reorganization thereof, to exchange the securities of any corporation for others issued by the same or by any other corporation upon such terms as said trustee shall deem proper; to assent to the consolidation or merger of any corporation whose securities are held by it with any other corporation, to the lease by such corporation of its property or any portion thereof to any other corporation, or to the lease by any other corporation of its property to such corporation, and upon any

such consolidation, merger, lease, or similar arrangement to exchange the securities held by the trustee for other securities issued in substitution therefor; to pay all such assessments, expenses, and sums of money as it may deem expedient for the protection of the interest of the fund as holder of the stocks, bonds or other securities of any corporation or company.

(Limitations and Restrictions on Powers)
The powers conferred upon each Trustee shall nevertheless be subject to the following limitations and restrictions:

a. The Trustee, in making investments or reinvestments for such fund shall in no case be permitted to purchase securities or property from itself;

b. All securities and property at any time held by the Trustee shall be devoted exclusively to the civic, educational, or charitable purposes herein mentioned.

c. The Trustee shall not have power to mortgage or pledge said securities or property or any part thereof, except as otherwise prescribed by the donor.

(Employment of Agents, etc.—Expenses—Protection of Trustees) The trustee of each trust made as provided in Paragraph II may perform any power or duty hereunder, whether discretionary or not, by or through, and may select and employ in and about the execution thereof, attorneys, agents or servants, and may retain reasonable and proper compensation for the services and expenses of such attorneys, agents or servants. The Trustee shall also retain as compensation for its services as trustee the compensation which may be from time to time allowed to trustees under the laws of the State of Washington, and in addition thereto its reasonable expenses. No Trustee shall be answerable for the acts, receipts, neglects or defaults of any of the other trustees or of any person employed by it and selected with reasonable care, and no Trustee shall be liable for any error of judgment, or for any act done or step taken or omitted under the advice of counsel, nor for any mistakes of fact or of law, nor for anything which it may do or refrain from doing in good faith. Without thereby altering the statutory rule creating a preference in respect of a trust deposit, any moneys received by any trustee,

under the provisions of any gift, grant, devise or bequest may be treated by it until invested or reinvested or paid out conformably herewith, as a general deposit without any liability for interest save as, during that time, it allows to general depositors.

No Trustee shall be responsible for the validity of any gift, grant, devise or bequest at any time made to any of them for the uses and purposes and upon the conditions expressed in this Declaration.

VII. (Trustees' Committee — Powers — Limitation of Powers) To insure unity of purpose and concert of action among the trustees, to complete the organization and provide for the continuance of the Yakima Foundation and for the other purposes in this paragraph mentioned, the persons who shall be the presidents for the time being of each of the Trustees shall constitute a committee which shall be known as the Trustees' Committee. The Trustees' Committee shall have such powers as may be necessary to effectuate the foregoing objects including power (1) to select the four members of the Foundation Committee herein provided to be appointed by the Trustees; and until the number of Trustee banks and other trust companies coming under the provisions of this Declaration shall equal or exceed three in number, the two Judges of the Superior Court of the State of Washington for Yakima County shall be members of such Trustees' Committee, endowed with all the powers and privileges of other members, of such Trustees' Committee. But when the number of Trustee banks or other financial institutions under the provisions of this Declaration shall equal three or more, the said two Superior Court Judges shall cease to be members of such Trustees' Committee and in such event they shall then be fully empowered to appoint one of the four members of the Foundation Committee, and the Trustees' Committee, consisting of the Presidents of the said three or more Trustees, shall only be empowered to appoint three thereof; (2) to nominate the Secretary of the Yakima Foundation and his or her successors; and (3) from time to time to permit other trust companies or financial institutions authorized by law to accept and execute trusts for the purposes specified in Paragraph IV to join the Yakima Foundation Trust; and (4)

from time to time to take such other action and perform such duties as are herein provided to be taken or performed by said Committee. The Trustees' Committee shall have no power to interfere with the management or disposition of any property vested in or held by the Trustees or with the distribution of the rents, profits or income thereof.

(Voting Powers of Members) Each member of the Trustees' Committee shall be entitled to one vote.

(Action at Meetings or in Writing—Members to Receive No Compensation) The Trustees' Committee may take action at a meeting of the members by resolution adopted by a majority of the votes of all the members, although a majority of the members may not be present at the meeting, or by writing subscribed by all the members of such Committee without a meeting thereof, but no action shall be taken in writing without a meeting, except with the unanimous consent of all the members of said Committee. The Trustees' Committee may prescribe such rules and regulations of procedure as it may deem expedient. The Board of Directors of any trustee shall have power to appoint one of the Vice Presidents or other executive officers as alternate for the President, who shall have all the powers and duties and be entitled to all the immunities herein specified in respect of a member of said Committee. The members of the Trustees' Committee shall receive no compensation for their services. No member of the Trustees' Committee shall in any event or in any manner be or become liable for any act done or omitted to be done or for any consent or approval given or withheld except only each for his own intentional bad faith, nor shall the Trustees be responsible for any action of the Trustees' Committee or any member thereof.

VIII. (Annual Audit of Trustees' Accounts—Annual Report) The accounts of the Trustees shall be annually audited by an independent auditor to be appointed by the Foundation Committee and paid out of the income of the fund as a part of the expenses of the said committee. The Committee shall not appoint the same auditor in any two successive years. All Trustees residing or transacting business in Washington are hereby

made accountable for the faithful execution of the trust imposed upon them, according to the terms of any such trust. Except as otherwise provided by law, any trustee having in charge any trust fund or trust funds intended to serve philanthropic or educational purposes shall render annually, not later than December 31 of each year to the Commissioners of the county wherein any such trustee resides, a written report in such form and to such extent as the said Commissioners may require in order to fully disclose the manner and character of the stewardship of any such trustee. But if any such trustee is a corporation or non-resident, then the reports herein required shall be rendered to the County Commissioners of the county wherein the said corporation or non-resident transacts its or his chief business concerns in the state, and reports herein required to be rendered shall be filed with the County Clerk of the county where rendered.

(Right of Inspection and Restraint) The Attorney General of the State of Washington, or such other law officer having similar jurisdiction as may hereafter be appointed with another title, and any representative of the governing committee thereunto duly authorized by resolution adopted by said committee shall have, at all reasonable times during business hours, the right to inspect the books, vouchers and records of the Trustees and of the governing committee in anywise appertaining to said fund or the management or the distribution and application of the income, rents or profits thereof.

IX. (Successor Corporations to Become Trustees) Any corporation which shall be the successor to or shall acquire the property and assets of any of the trustees, whether by merger, consolidation or otherwise, shall forthwith be and become one of the trustees hereunder with all the rights, power and duties vested in the predecessor trustee by the terms hereof.

(Resignation of Trustees—Insolvent Trustees) Any of the trustees may at any time resign and surrender the property held by it to such of the other trustees as the resigning trustee may, with the consent of the trustee thus designated, designate and the Trustees'

Committee approve, and shall thereupon be discharged and released from its obligations under any gift, grant, devise or bequest of such property and hereunder. Any trustee which shall become insolvent or bankrupt or of which control shall have been assumed by the State Superintendent of Banks or other analogous officer or authority shall be deemed to have been removed and the Trustees' Committee shall have the right to designate with the consent of the trustee thus designated, one of the other trustees to demand and receive the property held by such trustee.

X. (Provisions Independent) To further assure the carrying out of the purposes hereof, each and every of the provisions of this Resolution and Declaration are to be regarded and construed as independent of every other provision. In the event that the final determination of a court of competent jurisdiction shall adjudge that any of the terms, conditions or provisions of the Resolution and Declaration are invalid, such adjudication shall in no wise affect the validity of the remaining provisions.

In the event that such determination shall adjudge that the powers hereby in PARAGRAPH IV conferred upon the Foundation Committee are invalid, or in the event that, under the provisions of Paragraph XI, the Yakima Foundation and the powers and duties of the Foundation Committee shall be terminated, then and in either event each of the Trustees shall have and may exercise the powers so conferred upon the Foundation Committee in respect of any property given, granted, devised or bequeathed to each Trustee for the uses and purposes herein set forth.

XI. (Amendment, Modification or Termination—Amendment of Provisions) The maker of any gift, grant, devise or bequest for the uses and purposes herein expressed, and upon and subject to the provisions hereof and all persons claiming by, through or under him and each Trustee by the acceptance thereof shall be conclusively deemed to have agreed that the Foundation Committee may, by resolution adopted by the affirmative vote of five of its members, when approved by resolution adopted by the affirmative vote of two-thirds of all the members of the Trustees'

Committee, from time to time or at any time (1) modify, supplement or restrict the educational, civic, and charitable uses and purposes to which the funds available for distribution may be applied herein; (2) change the method of appointment of the members of the Foundation Committee or increase or reduce the number of its members; (3) construe any provision of this Resolution and Declaration, which construction and action thereunder in good faith shall be conclusive; (4) supply any defect or omission herein which said Committees may then deem advisable to carry out the purposes of the Yakima Foundation hereof properly and effectively; (5) amend the provisions hereof in any respect which shall be consistent with the application of the entire net income and the principal of any gift, grant, devise or bequest for civic, educational, or charitable uses and purposes and for no other use or purpose whatever; (6) terminate the Yakima Foundation and all the powers and duties of the Foundation Committee with the effect provided in Paragraph X. A copy of any resolution so adopted, certified by the Secretary of the Foundation shall be delivered to the President of each of the Trustees for the time being, together with a copy or copies of this Resolution and Declaration as so amended and changed.

The foregoing Resolution and Declaration of Trust was by the Directors of (Trustee Bank) duly and regularly passed and adopted this.....day of....., 1939.

(Trustee Bank President)

Attest:

(Trustee Bank Secretary)