

**DECLARATION OF TRUST
THE SANCTUARY TRUST FOR SHELBY COUNTY**

This **DECLARATION OF TRUST** is made as of the 31st day of January, 2008, by:

Werner H. Beiersdoerfer, who currently resides at 584 Meadow Lake Farms, Calera, Alabama 35040; and

Michael Kenneth Flowers; who currently resides at 1225 Clarendon Avenue, Bessemer, Alabama 35020;

collectively called the "Trustees."

The Trustees hereby declare and agree that they have received this day from Werner H. Beiersdoerfer, as Donor, the sum of Ten Dollars (\$10) and that they will hold and manage the same, and any additions to it, in trust, as follows:

**ARTICLE I
NAME OF TRUST**

This trust shall be called "The Sanctuary Trust for Shelby County" (called the "Trust").

**ARTICLE II
RECEIPT OF PROPERTY**

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 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

Return to: M. A. Spencer

purposes" within the meaning of such terms as defined in **Article III** 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 amended, or the corresponding section of any future federal tax code.

ARTICLE III PURPOSES OF TRUST

A. Charitable Purposes. 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 the Trustees may make payments or distributions from income or principal, or both:

(1) directly for charitable purposes, within the meaning of that term as defined in paragraph C, including but not limited to, temporary shelter for needy residents of Shelby County, in such amounts as the Trustees shall from time to time select and determine without making use of any other charitable organization; and

(2) to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph D, in such amounts and for such charitable purposes of the Trust as the Trustees shall from time to time select and determine.

Income or principal derived from contributions by corporations or individuals shall be distributed by the Trustees for use solely within Shelby County, Alabama.

No part of the net earnings of this Trust shall inure or be payable to or for the benefit of any private Trustee or donor, and no 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. Termination of Trust. The Trust shall continue forever unless the Trustees terminate it and distribute all of the principal and income, which action may be taken by the Trustees in their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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.

C. Charitable Purposes. In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only charitable purposes within the meaning of that term as used in section 501(c)(3) of the Internal Revenue Code, or the 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 Alabama.

D. Charitable Organizations. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests 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 organization described in this paragraph D shall be entitled to exemption from federal income tax under section

501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV AMENDMENT OF TRUST

This Declaration of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the Trustees, 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 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. An amendment of the provisions of this **Article IV** (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Trustees' amending power. 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.

ARTICLE V TRUSTEES

Any Trustee under this Declaration of Trust may, by written instrument, resign his office. The number of Trustees shall be at all times not less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional Trustees. Appointments shall be made by the Trustee or Trustees for the time in office by signed written instruments. Any succeeding or additional Trustee shall, upon his or her acceptance of the office by signed written instrument, 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.

None of the Trustees shall be required to furnish any bond or surety. None of them 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.

The one or more Trustees, whether original 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, by appropriate written instrument, delegate all or any part of his or her powers to another or others of the Trustees for such periods and subject to such conditions as such delegating Trustee may determine.

The Trustees serving under this Declaration of Trust are authorized to pay to themselves amounts for reasonable out-of-pocket expenses incurred in the administration of this Trust.

ARTICLE VI

POWERS OF TRUSTEE

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 duration 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, sealed or unsealed, 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, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services.

ARTICLE VII

TRUSTEES ACT IN FIDUCIARY CAPACITY

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 III** and not otherwise.

ARTICLE VIII

REFERENCE TO TRUSTEES

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

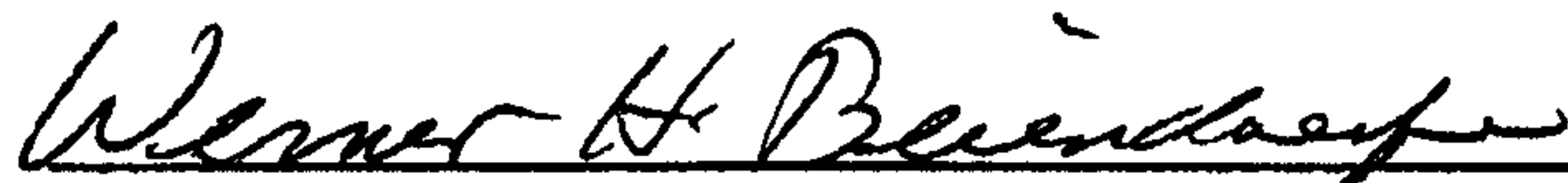
ARTICLE IX

RELIANCE ON DECLARATION OF TRUST AND TRUSTEES

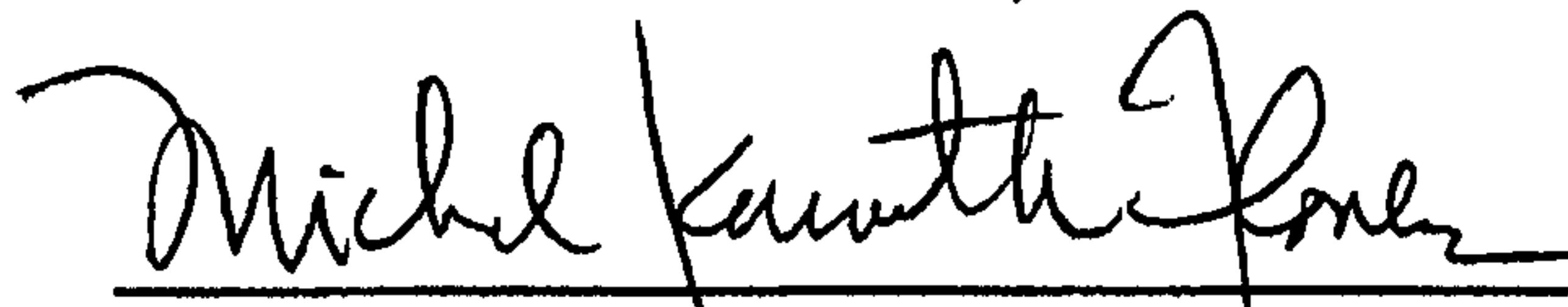
Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the Trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any 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 of the Trust.

ARTICLE X
GOVERNING LAW

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



Werner H. Beiersdoerfer, Trustee



Michael Kenneth Flowers, Trustee

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

I, the undersigned authority in and for said county in said state hereby certify that **Werner H. Beiersdoerfer**, whose name is signed to the foregoing instrument as Trustee and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he executed the same voluntarily as of the date first above written.

Given under my hand and seal this 31st day of January, 2008.



Notary Public

My Commission Expires: 4-23-2011

[SEAL]

STATE OF ALABAMA)
 :
Jefferson COUNTY)

I, the undersigned authority in and for said county in said state hereby certify that **Michael Kenneth Flowers**, whose name is signed to the foregoing instrument as Trustee and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he executed the same voluntarily as of the date first above written.

Given under my hand and seal this 31st day of January, 2008.

Jennifer K. Salzman
Notary Public

My Commission Expires: 8-23-08

[SEAL]

CERTIFICATION

I, WERNER H. BEIERSDOERFER, a Trustee of the Sanctuary Trust for Shelby County, after first having been duly sworn, do hereby certify that this document (consisting of 9 pages), represents a true and correct copy of the Declaration of Trust of the Sanctuary Trust for Shelby County, Alabama established on January 31, 2008.

Werner H. Beiersdoerfer Trustee
Werner H. Beiersdoerfer

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed before me this 10th day of October, 2008.

MAB
Notary Public
My Commission Expires: 8/13/09