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1504 Birkdale Lane
Ponte Vedra Beach, FL 32082

November 6, 1997

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***350.00 ***350.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Crimmins Family Charitable Foundation

Gentlemen:

On behalf of the above-referenced trust, I am enclosing a signed affidavit to the Secretary of State as a Declaration of Trust, along with a copy of the Trust Agreement itself.

Also Enclosed is a check for \$350, payable to the "Florida Secretary of State", to cover the filing fee.

Please acknowledge receipt of the Declaration of Trust by stamping the enclosed second copy and mailing it to: Michael T. Crimmins, 1504 Birkdale Lane, Ponte Vedra Beach, Florida, 32082.

Sincerely,



Michael T. Crimmins
Chairman of the Board of Trustees

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WS
11/17/97

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY

Crimmins Family Charitable Foundation

A Florida TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of the Crimmins Family Charitable Foundation,

(Name of Trust)

a Florida Trust hereby affirms in order to file or qualify

(State)

the Crimmins Family Charitable Foundation, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 1504 Birkdale Lane
Ponte Vedra Beach, Florida 32082
3. The registered agent and office in the State of Florida is:
Michael T. Crimmins, 1504 Birkdale Lane,
Ponte Vedra Beach, Florida 32082
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

Michael T. Crimmins

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

Michael T. Crimmins

Name:

Chairman of the Board of Trustees

NOTARY

MARCIA MORGANSTEIN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 24, 2002

Marcia Morganstein

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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THE CRIMMINS FAMILY CHARITABLE FOUNDATION

TRUST AGREEMENT made this 9th day of April, 1997 by and between MICHAEL T. CRIMMINS, hereinafter referred to as the Donor, and MICHAEL T. CRIMMINS, ROSEMARY E. CRIMMINS, and JENNIFER A. CRIMMINS hereinafter referred to as the Board of Trustees.

1. NAME OF TRUST: The name of this trust shall be the THE CRIMMINS FAMILY CHARITABLE FOUNDATION.

2. PURPOSE OF TRUST: The purposes of this trust are to devote and apply the property vested by this agreement in the Board of Trustees and the income therefrom exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations duly authorized to carry on charitable, religious, scientific, literary, or educational activities; provided, however, that no part of this trust fund shall inure to the benefit of any private shareholder or individual, and no part of the direct or indirect activities of this trust shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of any statement) any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision, this trust shall not conduct any activities not permitted by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may be amended.

3. TRUST FUND. The property to constitute this trust and Foundation shall consist of the assets set forth in the attached schedule, marked Exhibit "A", and such other assets as anyone may from time to time transfer to the Board of Trustees and be accepted by it. Such shares, securities, property, and assets shall be transferred to the Board of Trustees to be held by it in trust and disposed of as provided.

4. USE OF TRUST FUND. The Board of Trustees, except as limited, shall have the power and authority and is directed to distribute from time to time such amounts of income or principal as it may within its sole discretion direct, for charitable, religious, scientific, literary, or educational purposes. The Board of Trustees shall distribute the 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 Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. The Board of Trustees is authorized, within its discretion, but is not so compelled, to withhold any portion of the principal from distribution for a period of fifteen years from the date of this agreement, but beginning at the end of such period of fifteen years, it is directed to begin the distribution of the principal of this trust fund, so that the same shall be fully distributed on or before 35 years from the date of this agreement; it being the purpose of the Donor that the total income and principal of this trust shall be distributed exclusively for charitable, religious, scientific, literary, or educational purposes, as the Board of Trustees in its discretion shall determine, within or by the end of such period of 35 years.

5. ACTION OF BOARD OF TRUSTEES. Except as otherwise provided, the decisions and acts of a majority of the voting members of the Board of Trustees shall constitute an exercise of the trust powers and discretion conferred upon the Board of Trustees, and the decisions and acts of such majority shall constitute the decisions and acts of the entire Board of Trustees.

The Board of Trustees may employ a bank or trust company pursuant to the terms of its usual bank agency agreement, or a registered investment advisor under the Investment Advisors Act of 1940 to manage, acquire, or dispose of trust assets as the Board of Trustees may determine. The duties of such bank, trust company, or registered investment advisor shall be of a custodial, clerical, and record-keeping nature, such as acting as a depository of its funds, share certificates, bonds, securities, and other properties and assets. Such bank, trust company, or investment advisor shall be authorized to act, from time to time, in conformity with the instructions of the Board of Trustees, as evidenced by certified

resolution, or by the signature of a majority of the members of the Board of Trustees. Such bank, trust company, or investment advisor shall be fully protected and held harmless for acting in accordance with such instructions.

6. MEETING OF THE BOARD OF TRUSTEES. Meetings of the Board of Trustees may be held where notice has been given to all members of the Board of Trustees and a majority of members attend such meeting, but no action taken at such meeting shall be effective without the assent of a majority of all members of the Board of Trustees, whether or not present. Any member of the Board of Trustees may vote at any meeting by letter or telephone as well as personally, but such letter or telephone communication must clearly state the action upon which the vote is cast.

7. POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall have the power and authority, except as otherwise limited by this agreement, to invest and reinvest the trust assets in such securities or property, real or personal, wherever situated, as the Board of Trustees shall deem advisable, including, but not limited to, common or preferred stocks, bonds and other evidences of indebtedness or ownership, and real estate or any interest therein. The Board of Trustees shall not be restricted to securities or other property of the type to which fiduciaries are ordinarily restricted under law.

The Board of Trustees, in addition to all powers under common law and statutory authority shall have the following powers to be exercised in their sole discretion:

- (a) To purchase, or subscribe for, any securities or other property and to retain the same;
- (b) To sell, exchange, convey, transfer, grant options to purchase, or otherwise dispose of any securities or other property by private contract or at public auction. No person dealing with the Board of Trustees shall be bound to see to the application or inquire into the validity, expediency, or propriety or any such sale or other disposition, with or without advertisement;
- (c) To vote upon any stocks, bonds, or other securities; to give general or special proxies or powers of attorney with or without power of substitution; to exercise any conversion privileges, subscription rights or other options, and to make any payments incidental thereto; to oppose, or to consent to, or otherwise participate in, corporate

reorganizations or other changes affecting corporate securities, and to delegate discretionary powers, and to pay any assessments or charges in connection therewith; and generally to exercise any of the powers of an owner with respect to stocks, bonds, securities, or other property;

(d) To keep such portion of the trust assets in cash or cash balances as the Board of Trustees may, from time to time, deem to be in the best interests of the Trust, without liability for interest thereon;

(e) To accept and retain for such time as the Board of Trustees may deem advisable any securities or other property received or acquired as Trustees hereunder, whether or not such securities or other property would normally be purchased as investments hereunder;

(f) To make, execute, acknowledge, and deliver any and all documents of transfer and conveyance and any and all other instruments that may be necessary or appropriate to carry out the powers herein granted;

(g) To employ suitable agents and counsel and to pay their reasonable expenses and compensation;

(h) To invest in all forms of United States government obligations;

(i) To deposit monies in federally insured savings accounts or certificates of deposit in bank or savings and loan associations;

(j) To do all such acts and exercise all such rights and privileges, although not specifically mentioned herein, as the Board of Trustees may deem necessary to carry out the purchases of this Trust.

8. LIMITATION ON THE POWERS OF THE BOARD OF TRUSTEES. Notwithstanding any other provisions of this agreement, no power or authority shall be exercised by the Board of Trustees in any manner or for any purpose which may jeopardize the status of the trust as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and any Regulations promulgated thereunder as they now exist or may be amended or replaced. In addition, the Board of Trustees may not do any of the following acts:

(a) engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent federal tax law,

(b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent federal tax law,

(c) make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent federal tax law or,

(d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent federal tax law.

9. APPOINTMENT OF THE BOARD OF TRUSTEES. The Donor hereby appoints MICHAEL T. CRIMMINS, ROSEMARY E. CRIMMINS and JENNIFER A. CRIMMINS as Trustees and as the Board of Trustees of this trust. Any future vacancy occurring in the Board of Trustees may be filled by the remaining members of the board of Trustees, or in the case of their failure to act within three months after the occurrence of such vacancy, upon the application of Board of Trustees, by the court of law of the State of Florida, and every such new trustee appointed shall have all the powers, authority, and discretion by this instrument conferred upon the present Board of Trustees, as fully and effectually as though he or it were named by this instrument as one of the original Board of Trustees.

10. CHAIRMAN AND OTHER OFFICERS AND EMPLOYEES. The Donor hereby designates MICHAEL T. CRIMMINS as the first Chairperson of the Board of Trustees, to serve for one year from the creation of this trust, and for as many successive years as he may be elected Chairperson by the Board of Trustees. The Board of Trustees shall have the power to elect such officers of the board as it may, by a vote of the majority of its members, deem necessary and prudent to designate. The Board of Trustees shall have the power and authority to engage or employ any other person or persons it may desire to employ or engage for the performance of any services to the Foundation, including an Executive Director.

11. COMPENSATION AND EXPENSES. The Board of Trustees is authorized, from time to time, to fix any reasonable compensation to be paid to its members for the services they may render to this trust at such amounts

and at such times as the Board of Trustees may determine. The Board of Trustees is authorized to fix the compensation of any person or persons, including the Executive Director, engaged or employed by it for the Foundation, and may fix the compensation of such person or persons. In no event shall any compensation ever be paid to any person after he has made a transfer of property to this trust as a contribution. The Board of Trustees shall have the power and authority to incur any other expense or to do any act or acts which it may consider necessary and proper to the effective administration of this trust. The expenses of the Board of Trustees, and its compensation, if any, and all other compensation, and all other expenses of administration of this trust, shall first be paid each year, or provision made, out of the income of the Foundation before any distribution is made for any one year.

12. ACCOUNTING. The Board of Trustees shall make an annual report of its administration of this trust, and shall publish notice that said report is available for public examination and inspection, in a newspaper with general circulation in St. John's County, Florida. In addition, a copy of this report shall be filed annually with the Attorney General of the State of Florida, or such person as he may delegate.

13. CONTRIBUTIONS FROM OTHERS. If any person or persons at any time is or are disposed to make gifts or bequests to the Foundation, power and authority is conferred upon the Board of Trustees to receive such gifts and bequests and to apply the principal and income to the purposes of this trust, under the powers, authorities, and discretions contained in this agreement; provided, that such gifts or bequests are not made upon any terms or conditions that would conflict with the uses, purposes, and provisions of this agreement and the administration thereof by the Board of Trustees, except that restrictions in such gifts and bequests may be agreed to by the Board of Trustees and accepted subject thereto.


14. CREATION OF CORPORATION. The Donor empowers the Board of Trustees, if they desire to do so, to form and organize a corporation for the purposes provided for the Foundation by this agreement, such corporation to be organized under the laws of the State of Florida or any other state, or under the laws of the United States, as may be


determined by the Board of Trustees; such corporation when organized to have the power to administer and control the affairs and property of the Foundation, and to carry out the purpose of this trust. Such corporation, if organized, shall be named the CRIMMINS FAMILY CHARITABLE FOUNDATION, INC. Upon the creation of such corporation, the Board of Trustees of this Foundation or a majority of its members is authorized to convey to such corporation all the property and assets to which the Foundation may be or become entitled. It is the purpose of this provision that such corporation, if incorporated and organized as by this paragraph provided, shall take the place of this trust as if created by this agreement. Such corporation, if formed, shall have the same powers and authority as are vested in the Board of Trustees by this agreement, and subject to the same restrictions. The Board of Trustees of this foundation, or a majority of its members, shall be the incorporators of such corporation, together with such other persons as may be chosen for the purpose, and the Board of Trustees shall constitute and act as the first Board of Trustees or Directors of such corporation, together with such other persons as the Board of Trustees may select. The application for charter, the provisions thereof, the organization, bylaws, rules, and regulations, and other provisions for the management of such corporation and its affairs and property, shall be such as the Board of Trustees named in this agreement, or those persons then acting as such, or a majority of them shall determine, provided, however, that such corporation shall be organized and operated so as to qualify for exemption under Section 501(c)(3) of the Internal Revenue Code and Regulations promulgated thereunder, as they may then exist or as they may be amended, or under any provision of federal law that replaces them.

15. TERM OF TRUST. This foundation shall continue for a period of fifteen years, but thereafter, with the assent of two-thirds of the Board of Trustees, this Foundation may at any time be wound up and the assets distributed in accordance with paragraph 4 of this agreement; but, as provided, this Foundation must terminate and all Assets must be distributed at the expiration of 35 years from the date of this agreement. Furthermore, with the consent of all the members of the Board of Trustees, this Foundation may be terminated at any time within the first fifteen years. Upon any such termination and winding up, the assets of this Foundation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding

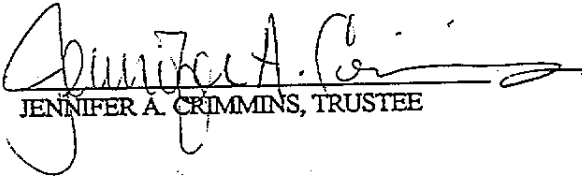
section of any future federal tax code, or shall be distributed to the United States government, or to a state or local government for a public purpose, as the Board of Trustees, in its discretion shall determine.

IN WITNESS WHEREOF, this agreement has been signed and sealed by the Donor and the Board of Trustees in St. John's County, Florida.


MICHAEL T. CRIMMINS, DONOR

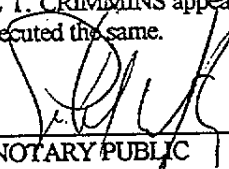

MICHAEL T. CRIMMINS, TRUSTEE


ROSEMARY E. CRIMMINS, TRUSTEE


JENNIFER A. CRIMMINS, TRUSTEE

State of *NEW Jersey*)
) s.s.
County of *MORRIS*)

On the 9 day of April, 1997, MICHAEL T. CRIMMINS appeared before me and declared that he is the donor and trustee named in this document, and that he executed the same.

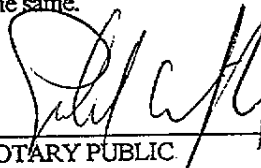


NOTARY PUBLIC

* GERHARD WOYZICHOWSKY
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 27, 1999

State of *NEW JERSEY*)
) s.s.
County of *MORRIS*)

On the 9 day of April, 1997, ROSEMARY E. CRIMMINS appeared before me and declared that she is the trustee named in this document, and that she executed the same.




NOTARY PUBLIC

* GERHARD WOYZICHOWSKY
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 27, 1999

State of *Virginia*)
) s.s.
County of *Albemarle*)

On the 21st day of April, 1997, JENNIFER A. CRIMMINS appeared before me and declared that she is a trustee named in this document, and that she executed the same.



NOTARY PUBLIC
My Commission expires April 30, 2000.

THE CRIMMINS FAMILY CHARITABLE FOUNDATION
EXHIBIT A

The donor's initial contribution to this charitable foundation shall consist of 21,500 shares of PNC Bank Corp. common stock.