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FLEMING, HAILE & SHAW, P. A.
ATTORNEYS

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FILED
99 OCT 29 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 28, 1999

VIA FEDERAL EXPRESS - PRIORITY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800003029278--5
-10/29/99--01063--007
***350.00 ***350.00

Re: Declaration of Trust:
WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST

Dear Sir or Madam:

Enclosed is a notarized letter from the Chairman of the Board of the above-referenced private foundation trust stating that the attached trust instrument and the amendment thereto constitute a true and correct copy of the Declaration of Trust for the Willard V. Bennett 1992 Private Foundation Trust.

Also enclosed is the Acceptance by Joshua M. Fleming, Esq. of his designation as the registered agent of the Declaration of Trust for the Willard V. Bennett 1992 Private Foundation Trust.

Our firm check in the amount of \$350.00 is also enclosed to cover the filing fee for the Declaration of Trust.

I appreciate your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L Swendsen*
Christy L. Swendsen,
Corporate Legal Assistant

Enclosures

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

99 OCT 29 PM 4:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST

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 WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST,
(Name of Trust)

a FLORIDA Trust hereby affirms in order to file or qualify
(State)

WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 11780 U.S. Highway One, Suite 300
North Palm Beach, FL 33408

3. The registered agent and office in the State of Florida is:

Joshua M. Fleming
11780 U.S. Highway One, Suite 300, North Palm Beach, FL 33408

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.

[Signature]
(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.

[Signature]
Name: Joseph M. Fleming
Chairman of the Board of Trustees

STATE OF FLORIDA NOTARY
COUNTY OF PALM BEACH

BEFORE ME personally appeared JOSEPH M. FLEMING, to me well known, and who produced N/A as identified by [Signature]



Claire C. Peterson
MY COMMISSION # CC865227 EXPIRES
December 22, 2003
BONDED THRU TROY FAYN INSURANCE, INC.

Claire C. Peterson
Notary Public

WILLARD V. BENNETT
CHARITABLE REMAINDER UNITRUST

On this 1 day of Sept., 1992, I, WILLARD V. BENNETT (hereinafter referred to as "the Donor") desiring to establish a charitable remainder unitrust, within the meaning of Rev. Proc. 90-31 and Section 664(d)(2) and (3) of the Internal Revenue Code (hereinafter referred to as "the Code") hereby create the WILLARD V. BENNETT CHARITABLE REMAINDER UNITRUST and designate JOSEPH M. FLEMING as the initial Trustee (hereinafter called the "Trustee").

1. Funding of the Trust. The Donor transfers to the Trustee the property described in Schedule A, and the Trustee accepts that property and agrees to hold, manage and distribute it under the terms set forth in this Trust instrument.

2. Payment of Unitrust Amount. The Trustee shall distribute to the Donor, WILLARD V. BENNETT, during his lifetime, and after his death to SHIRLEY M. BENNETT, his wife, if she is then living, for her lifetime, and following the death of the last to die of WILLARD V. BENNETT and SHIRLEY M. BENNETT, to Donor's daughter, TRACEY BENNETT, for her lifetime, if she is then living (each hereinafter collectively referred to as the "Beneficiary"), in cash, in kind, or partly of each, in each taxable year of the Trust during the lifetime of the respective Beneficiary, a unitrust amount equal to the lesser of: (a) the Trust income for the taxable year as defined in section 643(b) of the Code and the regulations thereunder, and (b) five (5%) percent of the net fair

market value of the assets of the Trust valued as of the first day of each taxable year of the Trust (the "valuation date"). The unitrust amount for any year shall also include any amount of trust income for such year that is in excess of the amount required to be distributed under (b) above to the extent that the aggregate of the amounts paid in prior years was less than the aggregate of the amounts computed as five (5%) percent of the net fair market value of the Trust assets on the valuation dates.

Each successive beneficiary during their respective lifetimes shall receive the entire unitrust amount. The unitrust amount shall be paid in quarterly installments. Any income of the Trust for a taxable year in excess of the unitrust amount shall be added to principal. If for any year the net fair market value of the Trust assets is incorrectly determined, then within a reasonable period after the value is finally determined for Federal tax purposes, the Trustee shall pay to the Beneficiary (in the case of an undervaluation) or receive from the Beneficiary (in the case of an overvaluation) an amount equal to the difference between the unitrust amount properly payable and the unitrust amount actually paid.

3. Payment of Federal Estate Taxes and State Death Taxes.

The lifetime unitrust interest of the respective survivor beneficiaries (i.e., SHIRLEY M. BENNETT, if she shall survive WILLARD V. BENNETT, followed by TRACEY BENNETT, if she shall survive the last to die of WILLARD V. BENNETT and SHIRLEY M. BENNETT) will continue in effect upon the death of the Donor, only if the survivor beneficiary and/or beneficiaries furnish the

funds, if necessary, for payment of any federal estate taxes or state death taxes for which the Trustee may be liable upon the death of the Donor.

4. Proration of the Unitrust Amount. In determining the unitrust amount, the Trustee shall prorate the same on a daily basis for a short taxable year and for the taxable year of the Beneficiary's death.

5. Retention as a Charitable Trust. Upon the death of the surviving Beneficiary, the Trustee shall retain all of the then principal and income of the Trust (other than any amount due the Beneficiary or Beneficiary's estate under the foregoing Sections), IN TRUST, IN PERPETUITY, upon the following terms and conditions:

II. (a) The Trustee shall pay all of the income of the Trust (as determined under Section 643(b) of the Internal Revenue Code) for each taxable year of the Trust on an annual basis at the end of each calendar year to NORTHWOOD INSTITUTE West Palm Beach, Florida to be utilized by NORTHWOOD INSTITUTE for the purpose of granting annual scholarships to students who have been accepted by or are then enrolled at NORTHWOOD INSTITUTE who have proven both substantial academic performance and financial need; each such scholarship shall be known as the WILLARD V. BENNETT SCHOLARSHIP. If NORTHWOOD INSTITUTE shall cease to be an educational Charitable Organization, as defined herein, or if NORTHWOOD INSTITUTE's then current purpose has been altered as determined by the Trustee in its sole discretion, the Trustee shall make such payment to such one or more Charitable Organizations as the Trustee shall select.

Each Charitable Organization shall be an organization described in and satisfying the requirements of Sections 170(b)(1)(A), 170(C), 2055(a) and 2522(a) of the Internal Revenue Code in effect at the time when any income of the Trust is to be distributed hereunder. Such Charitable Organization may be hereinafter referred to as the Charitable Recipients.

(i) Notwithstanding that the obligation to pay the income hereunder shall commence with the date of death of the surviving Beneficiary, payment may be deferred to not later than the end of the taxable year in which occurs the complete funding of the Trust. If payment is deferred, the Trustee shall pay to the Charitable Recipient in case of underpayment or shall recover from the Charitable Recipient in case of overpayment an amount equal to the difference between the income properly payable, plus interest computed at the then rate and as then provided in the Internal Revenue Code, as amended, and any income actually paid, plus interest computed at the then rate and as then provided in the Internal Revenue Code, as amended.

(ii) The income for a short taxable year of the Trust shall be prorated on a daily basis.

(iii) This Trust is intended to qualify as an exempt organization as defined in Section 501(c) of the Internal Revenue Code and is to be administered so as to qualify for the exemption from taxation provided therein. In furtherance of Donor's intent, the Trustee may amend the terms of the Charitable Trust for the sole purpose of complying with the requirements of the Internal

Revenue Code and the regulations thereof to ensure the Trust's continuing qualification thereunder.

(iv) The Section references are to the Internal Revenue Code of 1986, as amended, and shall be deemed to refer to corresponding provisions of subsequent federal tax laws.

(b) In addition to the foregoing distribution of the annual income of the Trust for each taxable year of the Trust, the Trustee, at such time as the Trustee may determine, may in its discretion, distribute from the principal of the Trust to the Charitable Organizations as the Trustee may select, such sum or sums as the Trustee shall deem to be appropriate in order to promote the purposes of this trust for the Charitable Organizations selected as Charitable Recipients of such distributions.

(c) Distributions of income and/or principal may be made to the same Charitable Organization (as a Charitable Recipient hereunder) as it is not the intention of the Donor to prevent a Charitable Organization from receiving a distribution of both income and principal from the Trust in any one or more year.

(d) The Trustee shall have the authority and power to terminate the Trust created hereunder by distribution of the Trust Estate to one or more Charitable Organizations as the Trustee may select. Such Charitable Organizations must be charitable organizations described in and satisfying the requirements of Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a).

(e) It is the Donor's intention that the Trust, created under this section 5 qualify for the Federal income and estate tax

charitable deductions for the Donor and in the estate of the Donor. Accordingly, Donor hereby directs that no authorization or direction or other provisions contained in this Section 5 which would prevent said Trust from so qualifying shall apply to said Trust and that any Court having jurisdiction over this instrument shall construe it in this fashion.

If the foregoing Charitable Organizations at any time do not satisfy the foregoing requirements, the Trustee shall distribute such principal or income to such one or more Charitable Organizations described in section 170(c), 2055(a), and 2522(a) as the Trustee shall select in its sole discretion giving due consideration to the wishes of the Donor expressed herein.

6. Additional Contributions.

a. If any additional contributions are made to the Trust after the initial contribution, the unitrust amount for the taxable year in which the additional contribution is made shall be equal to the lesser of (a) the Trust income for the taxable year, as defined in Section 643(b) of the Code and the regulations thereunder and (b) five (5%) percent of the sum of (1) the net fair market value of the Trust assets as of the valuation date (excluding the assets so added and any income from or appreciation on, such assets), and (2) that proportion of the fair market value of the assets so added that was excluded under (1) that the number of days in the period which begins with the date of contribution and ends with the earlier of the last day of the taxable year or the date of death of the Beneficiary bears to the number of days in the period that begins on the first day of such taxable year

and ends with the earlier of the last day in such taxable year or the date of death of the Beneficiary. In the case where there is no valuation date after the time of contribution, the assets so added shall be valued at the time of contribution. The unitrust amount for any such year shall also include any amount of Trust income for such year that is in excess of the amount required to be distributed under (b) above to the extent that the aggregate of the amounts paid in prior years was less than the aggregate of the amounts computed as five (5%) percent of the net fair market value of the Trust assets on the valuation dates.

b. If any additional contribution is made by Will, the obligation to pay the unitrust amount with respect to such additional contribution shall commence with the date of death of the person under whose Will the additional contribution is made, but payment of such unitrust amount may be deferred from such date of death to the end of the taxable year of the unitrust in which occurs the complete funding of the additional contribution. Within a reasonable period after such time, the Trustee shall pay, in the case of an underpayment, or shall receive from the beneficiary in the case of an overpayment, the difference between any unitrust amounts actually paid to the beneficiary, plus interest, compounded annually, computed for any period at the rate of interest that the federal income tax regulations (Treasury Regulations) under section 664 of the Code prescribe for the trust for such computation for such period, and the unitrust amounts payable, determined under the method described in section 1.664-1(a)(5)(ii) of the Treasury Regulations, plus interest, compounded

annually, computed for any period at the rate of interest that the Treasury Regulations under section 664 of the Code prescribe for the trust for such computation for such period.

7. Prohibited Transactions. The income of the Trust for each taxable year shall be distributed at such time and in such manner as not to subject the Trust to tax under section 4942 of the Code. Except for the payment of the unitrust amount to the Donor, the Trustee shall not engage in any act of self-dealing, as defined in section 4941(d), and shall not make any taxable expenditures, as defined in section 4945(d). The Trustee shall not make any investments that jeopardize the charitable purpose of the Trust, within the meaning of section 4944, or retain any excess business holdings, within the meaning of section 4943(c).

8. Trustee. SUSAN L. PETERSEN shall be entitled to qualify as a co-Trustee hereunder at any time she shall determine. The individual Trustee(s) serving hereunder at any time in office may by an instrument in writing signed and acknowledged, appoint an individual or a series of individuals, or a corporate fiduciary to act as Trustee hereunder in succession to or in addition to any individual Trustee appointed herein. Each Trustee serving hereunder shall be entitled to compensation as Trustee.

Any Trustee may at any time resign by an instrument in writing, signed and acknowledged in duplicate, which shall be delivered to the Donor and/or to the remaining or successor Trustee, as the case may be.

Any successor Trustee to a Corporate Trustee appointed hereunder, if any, whether by consolidation, merger, transfer of

trust business, conversion into a different type organization, resignation or otherwise shall succeed as Trustee with like effect as though originally named as such.

The Donor requests that the Trustee retain the investment advisory services of BARRY M. BERKELEY.

9. Taxable Year. The taxable year of the Trust shall be the calendar year.

10. Governing Law. The operation of the Trust shall be governed by the laws of the State of Florida. However, the Trustee is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Trust under section 664(d)(2) and (3) of the Code and the corresponding regulations.

11. Limited Power of Amendment. The Trust is irrevocable. However, the Donor reserves the right to revoke the interest of either or both of SHIRLEY M. BENNETT and TRACEY BENNETT hereunder by his Last Will and Testament duly admitted to probate; and, the Trustee shall have the power, acting alone, to amend the Trust in any manner required for the sole purpose of ensuring that the Trust qualifies and continues to qualify as a charitable remainder unitrust within the meaning of section 664(d)(2) and (3) of the Code.

12. Investment of Trust Assets. Nothing in this Trust instrument shall be construed to restrict the Trustee from investing the Trust assets in a manner that could result in the annual realization of a reasonable amount of income or gain from the sale or disposition of Trust assets.

Accordingly, subject to the foregoing and the limitations set forth in Paragraph 11 hereof, the Trustee is authorized as follows:

- (a) To retain the property described in Schedule "A", or to sell the property, invest and reinvest in any kind of property, with or without diversification as to kind or amount but with regard to the limitations imposed by law on investments, except that the Trustee may not invest in assets which do not have an objective, ascertainable market value;
- (b) To invest in such bonds, preferred or common stocks, futures contracts, options, commodities, mortgages or other property, without regard to any law concerning the investment of trust funds, including Section 738.12 of the Florida Statutes, or to hold any part of the property uninvested, all as the Trustee shall deem advisable;
- (c) To exercise or dispose of any or all options, privileges, or rights of any nature, whether to vote, by discretionary proxy or otherwise, or to assent, subscribe or convert;
- (d) To adjust compromise and settle, or refer to arbitration any claim in favor of or against the Trust;
- (e) To employ and to pay the compensation of such agent, accountants, custodians, advisors, experts and counsel, legal or investment, as the Trustee

shall deem advisable, even if the Trustee shall be said person; provided, such compensation is paid from the principal of the trust estate created hereunder and not from the income thereof; and
(f) Generally, to exercise all such rights and powers, and to do all such acts, and to enter into all such agreements, as persons owning property in their own right might lawfully exercise, do or enter into.

IN WITNESS WHEREOF, I, WILLARD V. BENNETT (Donor), have signed this Agreement the day and year first above written.

Ignacio Schweda
Jana S. Gardner
As to Willard V. Bennett

Willard V. Bennett
WILLARD V. BENNETT (Donor)

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 11 day of Sept, 1992, before me personally appeared WILLARD V. BENNETT, known to me to be the person described in and who executed the foregoing instrument, and duly acknowledged to me that he executed the same. Mr. William V Bennett is personally known to me.

Kimberly E. Norris
NOTARY PUBLIC

My commission expires: May 23, 1992




KIMBERLY E. NORRIS
MY COMMISSION # CG 174168 EXPIRES
May 23, 1993
BONDED THROUGH TROY FAIR INSURANCE, INC.

SCHEDULE "A"

TO

WILLARD V. BENNETT
CHARITABLE REMAINDER UNITRUST

34,000 Shares, Abbott Industries

W. J. B.


ACCEPTANCE BY TRUSTEE

The undersigned hereby accepts the trusts imposed by the foregoing Willard V. Bennett Charitable Remainder Unitrust and agrees to serve as Trustee upon the terms and conditions therein set forth.

Signed, sealed and delivered
in the presence of:

Guacira Schweda
Juanita S. Gardner
As to JOSEPH M. FLEMING

Joseph M. Fleming
JOSEPH M. FLEMING, Trustee

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOSEPH M. FLEMING, to me known to be the person described in and who executed the foregoing instrument as Trustee, and he acknowledged before me that he executed the same for the purposes therein expressed. Joseph M. Fleming is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of September, 1992.

(SEAL)

Kimberly E. Norris
Notary Public
State of Florida



KIMBERLY E. NORRIS
MY COMMISSION # 00 174425 EXPIRES
May 23, 1993
BONDED THRU TRCY FAIR INSURANCE, INC.

My Commission Expires: May 23, 1992

**FIRST AMENDMENT BY TRUSTEES TO THE
WILLARD V. BENNETT 1992 CHARITABLE REMAINDER UNITRUST**

TO: JOSEPH M FLEMING, Trustee under a certain charitable
Remainder Unitrust created by WILLARD V. BENNETT, as
Settlor, dated September 11, 1992.

Pursuant to the power granted to the Trustee under the provisions of Article 11 of the
above-described Trust to amend the Trust in any manner for the purpose of ensuring that the
Trust qualifies and continues to qualify as a charitable remainder unitrust within the meaning of
Section 654(d)(2) of the Internal Revenue Code, as amended, I, JOSEPH M. FLEMING, as
Trustee, amend the Trust in the following manner, to wit:

1. The WILLARD V. BENNETT 1992 CHARITABLE REMAINDER UNITRUST
shall be renamed the WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST.
2. In all other respects not in conflict with this First Amendment, the provisions of
the Trust remain in effect.

IN WITNESS WHEREOF, on this 20 day of October, 1999, at Palm
Beach, Florida, I have hereunto set my hand and seal to this instrument, which I hereby make,
publish and declare to be the First Amendment to the WILLARD V. BENNETT 1992 PRIVATE
FOUNDATION TRUST formerly known as the WILLARD V. BENNETT 1992 CHARITABLE
REMAINDER UNITRUST dated September 11, 1992.



JOSEPH M. FLEMING, Trustee

We certify that the above instrument, was on the date thereof, signed, sealed, published
and declared by JOSEPH M. FLEMING as the First Amendment to said trust instrument, dated

September 11, 1992, on our presence and that we at his request, and in his presence and in the presence of each other, have signed our names as witnesses thereto, believing JOSEPH M. FLEMING TO BE OF SOUND MIND AND MEMORY at the time of signing and not under duress or constraint at any time.

Mary Cogle of 1125 North "F" St.
Lake Worth FL 33460

Ann A. O'Connell of 304 Pine Drive
Palm Springs, FL 33461

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 20th day of October, 1999, before me personally appeared JOSEPH M. FLEMING, Trustee of the WILLARD V. BENNETT 1992 PRIVATE FOUNDATION TRUST, formerly known as the WILLARD V. BENNETT 1992 CHARITABLE REMAINDER UNITRUST dated September 11, 1992, to me known to be the person who is named in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein stated as his own free act and deed.

Claire C. Peterson

Name:

Notary Public

State of Florida at Large

My Commission Expires:
(Seal)



Claire C. Peterson
MY COMMISSION # CC865227 EXPIRES
December 22, 2003
BONDED THRU TROY FAIN INSURANCE, INC.