ST. ALBANS HIGH SCHOOL-BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST

WHEREAS, generous and concerned citizens have made contributions to be used to establish and fund a scholarship trust fund; and

WHEREAS, the St. Albans High School-BFA Alumni Association has agreed to establish by this document the ST. ALBANS HIGH SCHOOL-BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST, now therefore, the parties agree as follows:

1. Francis J. Horan, Reginald Godin, Betty K. Finn, Lena L. Smith, Lawrence Bouchard, Anna Hurlbut, and James A. Pelkey, shall act as the initial Trustees, and shall hold all trust property which presently exists, or which is hereafter contributed, in trust for the purposes set forth herein.

2. Additional Property. Any other person shall have the right at any time and from time to time to add additional property to the trust hereby created, by transferring, assigning, conveying, devising or bequeathing any such additional property to the Trustees, to be held by it under this Agreement. If so added, the proceeds of such additional property shall be governed by the provisions hereof, the same as if originally included hereunder.

3. Rights of Trustees in Property. The Trustees shall possess and own all the incidents of ownership, rights, powers, interests, privileges and benefits of every kind that may accrue on account of any of the property composing part of the trust estate; no contributor of property shall have any right in or to any of the property.

4. Restrictions on Use of Trust Fund. The trust fund and the income thereof shall be devoted exclusively to the charitable purpose described herein and shall in no part and under no circumstances be given or contributed to or inure to the benefit of any private person or corporation except to the extent of costs, expenses and reimbursement associated with furtherance of the purpose of this trust. No part of the trust fund shall be used to carry on propaganda or otherwise attempt to influence legislation, or to participate in any political campaign. Notwithstanding any other provision hereof, this trust shall not conduct or carry on any activities not permitted to be conducted or carried on by an
organization exempt under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the Internal Revenue Code and regulations thereto as they now exist or as they may hereafter be amended.

5. General Powers and Duties of Trustees.

A. This trust shall at all times be managed by the Trustees in a manner which is consistent with the provisions of the Internal Revenue Code of 1954 as amended, relating to exempt organizations.

B. Except as limited by this section, and Section 4 above, the Trustees shall have the broadest powers conferred upon Trustees by the laws of the State of Vermont.

C. Except as specifically provided by Vermont law, they shall not be required to furnish any bond or surety. Except as otherwise required by law, no Trustee shall be liable for the acts or omissions of any other Trustee, any predecessor, or any person retained or hired by the Trustees, if selected with reasonable care.

The Trustees are authorized to receive reimbursement for reasonable expenditures incurred, in connection with the administration of the trust.

6. Disposition of Trust Property. The Trustees shall pay from the net income of the trust each year as follows:

A. Each year the Trustees shall, on or before June 1, select one or more students from the Senior Class at BFA to receive scholarship funds from the trust income to continue the student’s or students’ education beyond the high school level.

B. Selection of the student or students shall be made within the following guidelines:

(1) Preference shall be given to needy and worthy students who evidence a desire and ability to pursue post high school education and who have shown outstanding extra curricular activities.

(2) The distributions from the trust shall be used only for tuition, books, supplies and room and board expenses at a post-high school educational or
training facility which is an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

If the purposes of this trust become impossible or impractical, then, after payment of trust liabilities and expenses, the Trustees shall convey any remaining assets and income to such organization or organizations, exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and whose functions and activities are closely related in purpose or function to the purpose of this trust, as the Trustees, in the exercise of their sole discretion shall select, and this Trust shall thereupon terminate.

Gifts made to the Trustees shall be irrevocable. If it shall be determined by the Internal Revenue Service subsequent to the creation of this trust and the transfer of any funds to trustees by any other person, that the trust fund is not exempt from the payment of income tax on its income or if the donors to the fund may not be entitled to charitable deductions for income tax purposes for contributions made thereto in the manner and to the full extent provided by the Internal Revenue Code, then such gifts as remain in the fund at the time of such determination shall be given by Trustees to a qualified tax exempt charitable organization and whose functions and activities are closely related in purpose or function to the above named organizations selected by Trustees to best carry out the purposes of this Trust, and this Trust shall thereupon terminate.

7. Trust Irrevocable. This Trust is irrevocable and may not be amended or modified; provided, however, that if for any reason whatsoever this trust fails to qualify as a tax-exempt charitable trust, such changes as are necessary for the trust to so qualify may be made by the Trustees or a court of competent jurisdiction.

8. Compensation of Trustees. The Trustees shall serve without compensation except for reasonable expenditures incurred in connection with the administration of the trust.

9. Governing Law. All questions relating to the construction, validity and administration of this trust shall be determined in accordance with the laws of the State of Vermont.

10. Resignation and Successor Trustee. A Trustee at anytime may resign in
which case the remaining trustees shall appoint a successor trustee.

11. The trust shall be known as the ST. ALBANS HIGH SCHOOL-BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST.

IN WITNESS WHEREOF, Anna Hurlbut, Francis J. Horan and Lena L. Smith, as officers and duly authorized agents of the St. Albans High School-BFA Association Trust Fund have hereunto set their hands and seals on this 15th day of November, A.D. 2003.

In Presence Of:

[Signatures]

ST. ALBANS HIGH SCHOOL-BFA ALUMNI ASSOCIATION
By: Anna Hurlbut, President
By: Francis J. Horan, Treasurer
By: Lena L. Smith, Secretary

ST. ALBANS HIGH SCHOOL-BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST
By: Betty K. Fein, Treasurer
By: Lawrence Bouchard, Vice Chair
By: Lena L. Smith, Secretary
By: Francis J. Horan, Treasurer
By: Reginald Godin, Trustee
By: Anna Hurlbut, Trustee
By: James A. Pelkey, Trustee

ARThUR A. HEALD
LAW OFFICES
13 STERLING STREET
ST. ALBANS, VERMONT
05479-9201