

**AMENDMENT TO THE RESOLUTION AND DECLARATION OF TRUST CREATING**  
**STARK COMMUNITY FOUNDATION**

Adopted on this second day of November, 2004, by the Distribution Committee of Stark Community Foundation and by the Trustees Committee for said Foundation.

WHEREAS, United Way of Central Stark County, Inc., an appointing authority for a member of the Distribution Committee, has been dissolved and is no longer in existence, and;

WHEREAS, a new organization succeeding to the responsibilities of United Way of Central Stark County, Inc. and, in addition, serving all of Stark County and known as the United Way of Greater Stark County, Inc. has been formed; and

WHEREAS, the Trustees Committee wishes to change the appointing authority from United Way of Central Stark County, Inc. to United Way of Greater Stark County, Inc.; and

WHEREAS, the Distribution Committee for said Foundation desires to expand the membership of said Distribution Committee from seven (7) to nine (9) and to provide a mechanism for selecting such additional members; and

WHEREAS, the Distribution Committee for said Foundation desires to ensure that there is county-wide representation on said Distribution Committee; and

WHEREAS, the Trustees Committee for said Foundation approves said change in the composition of the Distribution Committee;

NOW, THEREFORE, be it resolved that the Distribution Committee amends the Resolution and Declaration of Trust pursuant to its authority under Article XI of said Resolution and Declaration of Trust and that the Trustees Committee approve said change as follows:

1. Amend Article IV, Sections A, B and F to read:

Section A. Members.

The Distribution Committee shall consist of nine citizens of the United States, residents of Stark County, selected for their knowledge of and familiarity with the social and economic conditions of the community, the character and functions of existing charitable and educational organizations, facilities and activities within the community, and the needs of the community for educational, relief, charity and welfare facilities and services, and for their sound judgment, good character and experience in community affairs and their willingness and ability to serve diligently as members of the Committee. In no event shall more than three members belong to the same religious sect or denomination. No person holding a public office of a partisan political nature shall be a member of said Committee, and if any member of said Committee shall be elected or appointed to any such public office, such member shall thereupon, and without further action or proceedings whatever, cease to be a member of the Committee. The term public office as used herein shall not be intended to include an office of entirely non-political and non-partisan character, nor shall the holding of such purely non political office preclude the holder from membership on said Committee. The Committee shall be constituted, nominated, appointed and classified as follows:

Class (1) Two members by the Trustees Committee provided for in Article V hereof;

Class (2) One member by the judges of the Common Pleas Court of Stark County, Ohio, acting by majority vote;

Class (3) One member by the Judge of the Probate Court, or the court for the time being having jurisdiction of the settling of estates in Stark County;

Class (4) One member by the United Way of Greater Stark County, Inc., acting through its Board of Directors, except that such member shall not be a paid employe of the United Way or of any of the agencies receiving financial support through the United Way;

Class (5) Four members by The Stark Community Foundation, Inc., acting on recommendation of its Nominating Committee; one of said four (4) members preferably shall live or work in Western Stark County (the Cities of Massillon and Canal Fulton, the Villages of Beach City, Brewster, Hills and Dales, Navarre and Wilmot, and the Townships of Jackson, Lawrence, Perry, Sugarcreek and Tuscarawas) and one of said four (4) members preferably shall live or work in Eastern Stark County (the City of Alliance, the Villages of Minerva, Robertsville, and Louisville and the Townships of Lexington, Marlboro, Washington and Paris).

In making the appointments of the members of the Distribution Committee, the persons upon whom such power of appointment is conferred shall be the incumbents for the time being of the several offices specified, but act solely in their individual capacity and by virtue of the power and authority herein conferred. Without so limiting or restricting the qualifications of members otherwise appointed, no member appointed by the Trustees Committee shall be an executive officer of any Trustee.

Section B. Term of Office.

All members shall hold office during a term of five (5) years, from and after the first day of February succeeding their respective appointments, except those first appointed as the third and fourth members in Class (5), whose first terms shall begin with the dates of their respective appointments, and end with the first day of February of the fourth year (for the third member appointed in such class), and the fifth year (for the fourth member appointed in such class) succeeding their respective appointments.

Provided, however, that any member appointed to fill a vacancy in the Committee caused by death, resignation or any cause other than expiration of term, shall hold office only for the unexpired portion of the term for which the predecessor in office was originally appointed. Provided, further, that no person shall be eligible for reappointment after serving two full terms of five (5) years.

The Trustees Committee shall request the persons upon whom power is conferred to appoint the members of the Committee in Class (5) to confer in respect to the membership of the Distribution Committee so that the qualifications by this article prescribed for members of said Committee may be observed, and duplication of nominees or violation of the restrictions of this Article may be avoided and to appoint the four members of said Committee in Class (5) and notify the Trustees Committee in writing of the persons appointed. The Trustees Committee shall thereupon appoint the two members in Class (1). Thereafter, the persons charged with the appointment of the members of the Distribution Committee in Classes (2) to (5), inclusive, shall whenever required, either on their

own motion or upon the request of the Trustees Committee, confer in regard to the filling of vacancies in the Distribution 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 appointment, except as hereinafter provided.

Failure of any member of the Distribution Committee to attend three (3) consecutive meetings of the Committee, without excuse, or inability to perform his or her duties by reason of incompetency or other cause, 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 sixty (60) 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 action of the Trustees Committee, evidenced by instrument in writing filed with the President of The Stark Community Foundation appointed as hereinafter provided.

Section F. Quorum.

A majority of the members of the Distribution Committee shall constitute a quorum for the transaction of any business at any meetings 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 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 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.

2. Except as it is hereby amended, the Resolution and Declaration of Trust creating the Stark Community Foundation, shall remain in full force and effect.

EXECUTED by the Distribution Committee at Canton, Ohio, as of this fourth day of October, 2004.

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Nazamovia Adams-Phillips

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Robert DeHoff

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Jeffrey A. Fisher

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Thomas J. Schervish

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Candy D. Wallace

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John R. Werren

EXECUTED by the Trustees Committee at Canton, Ohio, as of this second day of November, 2004.

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Bank One – Theodore F. Walter, President

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KeyBank–Thomas E. Tulodzieski, President

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Unizan Bank – Roger L. Mann, President

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FirstMerit Bank–Daniel K. McGill, President

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Sky Bank – Dewey VanHoose III, Regional  
President

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National City Bank – Timothy R. Fitzwater,  
President