

**JOHN M. SCOTT HEALTH CARE TRUST
AMENDED DECLARATION OF TRUST**

This Amended Declaration of Trust (the “Trust”) is executed by the City of Bloomington, an Illinois municipal corporation, in its capacity as the duly appointed and acting Trustee of the John M. Scott Health Care Trust. This Trust is executed in accordance with an Order entered or to be entered by the Circuit Court of the Eleventh Judicial Circuit, McLean County, Illinois, (the “Court”) in a pending chancery proceeding entitled *In the Matter of the City of Bloomington, Trustee of the John M. Scott Health Care Trust*, Cause No. 81-CH-135, subsequent to the original chancery cause entitled *Burr v Brooks, et al*, Chancery No. 12415.

This instrument amends, restates and replaces in its entirety all prior Declarations of Trust and Intergovernmental Agreements and sets forth a method for implementing the trust provided for in paragraph Eleventh of the Last Will and Testament of John M. Scott dated February 2, 1897 in a way which is viable, efficient and which closely meets the charitable intentions envisioned by John M. Scott to serve “sick or otherwise disabled persons male or female old or young without regard to nationality or religious beliefs no matter from what cause such sickness or disability may arise and who may not be able to pay for medical care and attention...”

The City of Bloomington (the “Trustee”) shall hold all trust assets and all other property subsequently given to the Trust (the “Trust Estate”) in trust subject to the provisions of this instrument.

Article 1

Name of Trust; Designation of Trustee

1.1 Name of Trust. The Trust shall continue to be known as the John M. Scott Health Care Trust.

1.2 Trustee Designation. The City of Bloomington shall serve as Trustee. The Trustee may resign by filing a Petition for Resignation with the Eleventh Judicial Circuit, McLean County, Illinois, but shall continue to serve as Trustee until a successor is appointed by the Court.

Article 2

Trust Amendments

2.1 Charitable Trust. This trust is intended to qualify as a charitable trust for charitable purposes, exempt from income tax under applicable provisions of the Internal Revenue

Code (the “Code”). The Trustee shall administer this trust accordingly and shall have the power to petition the Court to request authority to alter and amend this trust agreement or any part hereof in any respect which the Trustee in its discretion deems to be necessary or advisable in order to obtain or maintain charitable or tax exempt status under the Code and to comply with any federal and state law and other applicable regulations governing tax-exempt status, charitable trusts, trust powers and administration.

2.2 Trust Amendments. The terms, provisions and purposes of the Trust shall not be altered, amended or changed except as authorized by the Circuit Court of the Eleventh Judicial Circuit, McLean County, Illinois and no such alterations, amendments or changes shall be effective until Court approval has been obtained.

2.3 Petition for Instructions. The Trustee may petition the Court at any time for instructions or clarification relating to administration of the Trust and shall petition the Court prior to altering or amending the Trust.

Article 3

General Purpose of Trust; Non-Discrimination

3.1 Primary Trust Purpose. The primary purpose of the Trust is to provide grants to financially support organizations and initiatives that prevent illness and promote health and well-being of McLean County residents who have limited access to healthcare or the inability to pay for needed healthcare services.

3.2 Non-Discrimination. All grants and activities shall be made and conducted with equality and in a manner that is free from discrimination based on age, race, color, creed, ethnicity, religion, national origin, citizenship, marital status, sex, sexual orientation, gender identity or expression, physical or mental disability, veteran or military status, unfavorable discharge from the military service, criminal record, or any other basis prohibited by federal, state, or local law.

Article 4

Distributions

4.1 Annual Income. The net annual income from the Trust Estate shall be used to fund grants to financially support organizations and initiatives that prevent illness and promote health and well-being of McLean County residents who have limited access to healthcare or the inability to pay for needed healthcare services. There shall be no self-dealing by the Trustee, its subdivision, controlled entities, employees, officers, agents, or family thereof unless the relationship is disclosed.

4.2 Principal. Unless required by the Code, the Trustee shall not invade corpus without prior approval of the Court.

Article 5

John M. Scott Health Care Commission

5.1 Appointment of Commission. The Bloomington City Council acting in its role as Trustee of the Trust shall appoint by resolution the members of the John M. Scott Health Care Commission (the "Commission"). The relationship of the Commission to the Trustee will be that of a trusted advisor. The Trustee will retain and exercise final decision making and fiduciary responsibility for administration of the Trust, including Commission membership, policy direction, funding or grant priorities, budgeting and appropriations.

5.2 Commission Members. The Commission shall be comprised of (11) eleven members who are residents of McLean County or individuals employed in said county who are committed to the mission of the Trust, provide the diversity necessary to address the various needs of the local population, and have professional skills to accomplish the objective and purposes of the Trust. At least five health care professionals from multiple disciplines shall be appointed as well as experts in finance, grant administration, and the healthcare of the underserved population. Two of the health care disciplines shall include primary care and mental health. In accordance with the original Last Will & Testament of John M. Scott, one member also shall be appointed to represent Second Presbyterian Church of Bloomington, following recommendation by the Elders of said church. The Trustee may also appoint one member to represent the Township Supervisor of the City of Bloomington or other designee to represent McLean County Township Supervisors.

5.3 Commission Procedures. Procedures for administration and authority of the Commission, voting, tenure, staff administrator, personnel, officers, committees, meetings, investments, conflicts of interest and other matters concerning corporate governance of the Commission shall be established by appropriate Bylaws, which shall be approved by the Trustee, and other written policies.

5.4 Purpose of Commission. The purpose of the commission is to make recommendations on the following matters to the Trustees:

- a. Bylaws, appointments, annual budget, investment and program policies;
- b. Identification of unmet community needs based on review of existing community assessments;

c. Allocation of funds to organizations and community initiatives, such as collaboration among organizations, to address unmet needs;

d. Any other such matters as directed by the Trustees from time to time consistent with the intent of the Trust;

Article 6 Accounting, Trust Funds & Expenses

6.1 Accountings. The trustee shall file an annual Court account of all trust receipts, disbursements, and transactions and the assets comprising the Trust Estate.

6.2 Separate Trust Funds. All trust assets and funds shall be held separate and apart from all other funds belonging to or administered by the City of Bloomington.

6.3 Trust Expenses. The trustee, in its municipal corporate capacity, shall be entitled to reimbursement for all expenses incurred in connection with the Trust administration and to payment for equipment, facilities, services, wages and other costs incurred for the benefit of the trust.

6.4 Additional Contributions. The trustee is authorized to receive contributions of money and property from any source to be held and administered under the terms of this Trust. No such money or property shall be received or accepted, however, if it is conditioned or limited so as to require use for other than the purpose expressed herein, unless the trustee first elects to apply for and receives prior approval from the Court.

6.5 Determinations by Trustee. The trustee's reasonable determination of any question of fact shall bind all persons.

6.6 Third-Party Dealings. The trustee's certification that it is acting according to this instrument shall protect anyone dealing with the trustee. No one need see to the application of money paid or property delivered to the trustee.

6.7 Exoneration of Trustee. If the trustee is acting in good faith, the trustee shall not be liable for any act or omission made.

6.8 Bond. The trustee need not give bond or surety.

Article 7 Trustee Powers

Subject to the express condition that the trustee shall neither possess nor exercise any power or discretion that would cause this trust not to qualify as a charitable trust, the trustee shall have, in addition to all powers granted by law, the following powers, to be exercised in a fiduciary capacity:

7.1 Retention. To retain any property transferred to the trustee;

7.2 Sale. To sell at public or private sale, contract to sell, grant options to buy, convey, transfer, exchange, or partition any real or personal property of the trust for such price and on such terms as the trustee sees fit;

7.3 Real and Tangible Personal Property. To make leases and subleases and grant options to lease; to purchase, operate, maintain, improve, rehabilitate, alter, demolish, abandon, release, or dedicate any real or tangible personal property; and take any other action with respect to real or tangible personal property that an individual owner thereof could take;

7.4 Investing. To invest prudently in bonds, common or preferred stocks, notes, options, common trust funds, mutual funds, shares of any investment company or trust or other securities, partnership interests, or investments the trustee considers to be a proper trust investment. However, no Trust property shall be invested in any bonds, notes, options, or other securities issued directly or indirectly by the City of Bloomington or any other subsidiary or affiliated governmental body which it is associated with, directly or indirectly, or otherwise organized to operate in McLean County, Illinois.

7.5 Rights as to Securities. To have all the rights, powers, and privileges of an owner of the securities held in trust, including, but not limited to, the powers to vote, give proxies, and pay assessments, and to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers, and liquidations and, incident to such participation, to exercise or sell stock subscription or conversion rights;

7.6 Conservation of Assets. To take any action that an individual owner of an asset could take to conserve or realize the value of the asset and with respect to any foreclosure, reorganization, or other change with respect to the asset;

7.7 Delegation. To employ agents, attorneys, accountants, consultants, administrators, and proxies of all types (and to delegate to them those powers the trustee considers desirable);

7.8 Payment of Expenses and Taxes. To pay all expenses incurred in the administration of the trust and to pay all taxes imposed on the trust;

7.9 Determination of Principal and Income. To determine in cases not covered by the Illinois Principal and Income Act the allocation of receipts and disbursements between income and principal.

7.10 Compromising Claims. To litigate, compromise, settle, or abandon any claim or demand in favor of or against the trust;

7.11 Nominee Arrangements. To hold any asset in the name of a nominee, in bearer form or otherwise, without disclosure of any fiduciary relationship;

7.12 Liability Insurance. To purchase liability and casualty insurance of any kind for the protection of the trust estate, the trustee and the Commission, including comprehensive liability insurance;

7.13 Indemnification. The Trustee may indemnify (by separate agreement or by enacting bylaws) any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the trust) by reason of the fact that he or she is or was a member, officer, employee, or agent of the Trust or Commission.

7.14 Ability To Take Other Actions. To do all other acts to accomplish the proper management, investment, and distribution of the trust.

Article 8 Administrative Provisions

8.1 Trust Perpetual. This Trust is intended to be perpetual and the Trust may be terminated or dissolved only as ordered by the Eleventh Judicial Circuit, McLean County, Illinois.

8.2 Internal Revenue Code Compliance Provisions. The Trust is further subject to the following:

a. It is intended that the income of the Trust not be subject to federal, state or municipal taxation; and the trust shall not engage in any activities, conduct or pursuit which would preclude such exclusion or exemption from such taxation.

b. The Trust, being organized exclusively for charitable and educational purposes, may make distributions to organizations in furtherance of its trust purposes and in accordance with §501(c)(3) of the Code.

c. No part of the net earnings of the Trust shall inure to the benefit of, or be distributable to the Trustee, its members, officers, or other private persons, except that the Trust shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

d. No substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Trust shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of any candidate for public office.

e. Notwithstanding any other provision of these articles, the Trust shall not carry on any other activities not permitted to be carried on (1) by a trust or corporation exempt from federal income tax under §501(c)(3) of the Code or (2) by a trust or corporation contributions to which are deductible under §170(c)(2) of the Code.

f. Upon dissolution of the Trust, the Trustee shall, after paying or making provision for the payment of all of the liabilities of the Trust, dispose of all of the assets of the Trust as ordered by the Eleventh Judicial Circuit, McLean County, Illinois. The Court shall distribute such assets exclusively for such purposes or to such organization or organizations as said court shall determine, that are organized and operated exclusively for charitable, educational, religious, or scientific purposes and as shall at the time qualify as exempt organizations under §501(c)(3) of the Code.

8.3 Controlling Law. The validity and effect of the trust and the construction of this instrument shall be determined in accordance with the laws of Illinois. The original situs and place of administration shall be the Eleventh Judicial Circuit, McLean County, Illinois.

Article 9 Definitions

9.1 Code. References to sections of the "Code" refer to the Internal Revenue Code of 1986, as amended from time to time, and include corresponding provisions of subsequent federal tax laws.

Article 10
Captions and Context of Terms

10.1 Captions. Captions shall have no impact or meaning as to the terms of this instrument. Singular and plural and masculine, feminine, and neuter shall be interchangeable as required or permitted in the context of this instrument.

Article 11
Acceptance of Trustee

11.1 Acceptance. The City Council, for and on behalf of the City of Bloomington, hereby accepts this trust, to be held upon the terms and conditions hereinbefore set forth, and authorizes execution of this Declaration of Trust by its Mayor and Clerk.


Signed on May 15, 2018.

The City of Bloomington, by



Its Mayor, Tari Renner

Attest.


Cherry Lawson, City Clerk

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