

(5) If it is necessary to liquidate the assets of the Foundation, the property remaining in the Foundation, after the paying or making provision for the payment of all of the liabilities of the Foundation, shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the Trust is then located, exclusively for such purposes and to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding anything in the foregoing to the contrary, no amount of money shall be allowed to be distributed to any church, church controlled organization or any organization substantially influenced by any church.

(6) Notwithstanding the broad nature of the powers and authority granted to the Trustee under this Agreement, the income of the Trust/Foundation for each taxable year shall be distributed at such time or times and in such manner as not to subject the Trust to tax under Section 4942 of the Code, and the Trustee is expressly prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Trust/Foundation to tax under Section 4943 of the Code, from making any investments in such manner as to subject the Trust/Foundation to tax under Section 4944 of the Code, and from making any taxable expenditures, as defined in Section 4945(d) of the Code. The Grantor directs that none of the powers and authority granted to the Trustee hereunder be exercised in such manner as to disqualify the interest in this Trust/Foundation given to charity from the charitable deduction allowed in determining the federal gift and estate tax.

(7) The Trustee is empowered to form or cause to be formed a non-profit corporation devoted to the charitable purpose of providing for future studies, research, projects, scholarships, etc. relating to the development of urban planning for the 21st century, with particular emphasis, to the extent permissible by Internal Revenue Service rules and regulations, on items which are related to the concept of Victory City that I developed during my lifetime and wish to see developed further in the future. Such corporation may be organized under the laws of any state of the United States as may be determined by the Trustee. Upon the qualification of such corporation as an organization exempt from federal income taxation under Section 501(a) as an organization described in Section 501(c)(3), contributions to which are deductible under Sections 170(c)(3), 2522 and 2055 of the Code, the Trustee is authorized and empowered to transfer, convey and pay over to such corporation such part or all of the trust assets as the Trustee, in its discretion, shall determine.

(D) Any decision of the Trustee with respect to the exercise or nonexercise of any discretionary power under this Agreement, or with respect to the time or manner of the exercise thereof, made in good faith, shall fully protect the Trustee and shall be binding and conclusive upon all persons interested in any Trust under this Agreement.