

**FORM CREATING A DESIGNATED ENDOWMENT FUND IN THE GREATER MENOMONIE
AREA COMMUNITY FOUNDATION**

The Main Street of Menomonie, Inc. Dunn County Veterans Memorial Committee ("Committee") hereby authorizes the transfer of \$37,000 from the Veterans Memorial Pass Through Fund to the Greater Menomonie Area Community Foundation ("Foundation") for the purpose of establishing a Designated Fund ("Fund"). The Fund shall be administered by the Foundation for the benefit of the Dunn County Veterans Memorial. Distributions from the fund can be used for administration, brick repair, replacement, and other maintenance, memorial repair, replacement, and other maintenance, lighting, landscaping, annual recognition and rededication, grants to the Dunn County Historical Society, scholarships, and for the purchase and installation of bricks to honor deceased, historically significant Dunn County veterans. Subject to the schedule of fees adopted by the Foundation for investing and administering the Fund, no more than 5% of the Fund's balance including fees shall be distributed to benefit the Dunn County Veterans Memorial in order that the principal of the fund may be preserved and maintained as an endowment. However, the Committee reserves the right to request up to the entire amount in the Fund in the event of a disaster related to the Memorial subject to the approval of the Main Street of Menomonie Board and the Greater Menomonie Area Community Foundation Board. Distribution for the benefit of the Dunn County Veterans Memorial can be made annually or by special request of the Committee subject to final approval by the Board of Directors of the Foundation. If the Fund balance in a given year is below that of the original endowment no funds will be distributed that year unless by action of the Board of Directors of the Greater Menomonie Area Community Foundation.

This Fund shall be known as the Dunn County Veterans Memorial Endowment Fund. The Committee or others may add gifts to the Fund at any time. The Board of Directors of the Foundation shall have full authority and discretion as to the investment and reinvestment of the assets of the Fund.

In the event of the dissolution of the Committee, the Foundation shall thereafter continue to hold the funds constituting the Fund and shall distribute the net income and/or principal therefrom under the direction of an organization or committee that in the opinion of the Board of Directors can most nearly carry out the purposes and objectives of the Dunn County Veterans Memorial.

It is understood and agreed that the Fund and all funds therein shall be administered by the Foundation subject to its Charter and Bylaws, including the power contained therein for the Board of Directors of the Foundation to modify any restrictions or conditions if in their sole judgment (without the approval of any trustee, custodian, or agent) such restriction becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the area served by the Foundation.

It is intended that the Fund shall be a component part of the Foundation and that nothing in this document shall affect the status of the Foundation as an entity, which is a qualified charitable organization. This document shall be interpreted in a manner consistent with the foregoing intention and so as to conform with the requirements of the Internal Revenue Code and any regulations issued pursuant thereto applicable to the intended status of the Foundation.

Signature Mary S. Solberg Date 4/17/2002
ex. Director, Main Street of Menomonie, Inc.

Signature W. E. Kohn Date 4/23/02
President, Greater Menomonie Area Community Foundation