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(4)

DECLARATION OF TRUST
OF
LINCOLN RIDGE CONSERVATION TRUST

DECLARATION OF TRUST made this 30th day of November, 1978 by JAMES A. PROGIN of Acton, PETER M. SMALL of Concord, VERNON W. PARKHURST of Lexington, DONALD COLLINS of Malden, and WILLIAM M. PRESTON and ANTHONY PICKMAN, both of Lincoln, all in the Commonwealth of Massachusetts (who with their successors are collectively hereinafter referred to as the "trustees") who hereby declare that Ten Dollars (\$10) is held in trust hereunder and that they will hold and manage the same together with all other property which may at any time be added thereto by any person, IN TRUST, to collect the income therefrom and, after paying the expenses of the trusts set out herein, to deal with the net income and principal in the manner hereinafter provided.

FIRST: This trust shall be known as "LINCOLN RIDGE CONSERVATION TRUST". This Declaration shall be recorded with Middlesex South District Registry of Deeds (hereinafter referred to as the "Registry of Deeds").

SECOND: The trustees shall hold all real estate in the Town of Lincoln and Commonwealth of Massachusetts that may be received by them, IN TRUST, for the purpose of maintaining and

preserving said property in a manner consistent with generally accepted conservation objectives and practices, and only for the uses and purposes permitted by this Declaration of Trust, by any by-laws adopted pursuant to Article SEVENTH (1) hereof and by the zoning laws and by-laws applicable thereto from time to time. The sole beneficiary of this trust shall be the Inhabitants of the Town of Lincoln, a Massachusetts municipal corporation, acting through its Board of Selectmen as constituted from time to time. All action taken by or on behalf of the beneficiary with respect to any matter pertaining to this trust shall be taken by said Board of Selectmen as representatives of the individual residents of the Town; and the trustees hereunder may look only to said Board (without the intervention of any individual resident or residents acting severally or by Town Meeting or otherwise) for any approval, acquittance, or other action required or requested of the beneficiary hereunder, in any court proceeding or otherwise, except insofar as the Attorney General of the Commonwealth of Massachusetts shall constitute a party interested in this trust for any purpose as required by law. The trustees shall be entitled to rely conclusively on any writing executed by any one (1) individual at the time acting as a Selectman of Lincoln as constituting action duly taken by said Board of Selectmen for any purpose germane to the affairs of this trust.

THIRD: The trustees may receive and accept property, whether real, personal, or mixed, in addition to the property referred to in Article SECOND, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article FOURTH of this Declaration of Trust, or as shall, in the opinion of the trustees, jeopardize the Federal income tax exemption of this trust pursuant to Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1954, as now in force or afterwards amended (the "Internal Revenue Code").

FOURTH: (a) The principal and income of all property received and accepted by the trustees to be administered under this Declaration of Trust shall be held in trust by them, and the trustees may make payments or distributions from income or principal, or both, for the purposes set forth in Article SECOND. No part of the net earnings of this trust shall inure or be payable to or for the benefit of any private shareholder or

individual, and no substantial part of the activities of this trust shall be the carrying on of propoganda, or otherwise attempting to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) The trust shall continue forever unless the trustees terminate it and distribute all of the principal and income, which action may be taken by the trustees in their discretion at any time, with the written consent of the Board of Selectmen of the Town of Lincoln. On such termination, the trust fund as then constituted shall be distributed to or for the use of such charitable organizations, in such amounts, and for such charitable purposes as the trustees shall then select and determine with the approval of said Board.

(c) In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings

of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this paragraph (c) shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(d) In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code but only such purposes as also constitute public charitable purposes under the law of trusts of the Commonwealth of Massachusetts.

FIFTH: There shall at all times be a board of trustees of this trust consisting of six individuals. Any trustee may resign his office by filing written instruments signed and acknowledged by him with the remaining trustees. The Board of Selectmen of the Town of Lincoln shall have the right at all times to designate one (1) trustee hereunder and to designate a

successor to such trustee from time to time whenever such trustee (or any successor to him or her) shall cease to serve for any reason. All other vacancies in the office of trustee shall be filled by a majority of the remaining trustees other than the one designated by said Board. Said William M. Preston is the original trustee designated by said Board. In the event of any vacancy or vacancies in the office of trustee the remaining trustees shall exercise all of the powers of the trustees until such vacancy or vacancies have been filled, and in such event all references to a majority of the trustees shall be deemed to refer to a majority of the remaining trustees.

Notwithstanding the foregoing, no vacancy in the office of trustee (other than a vacancy caused by the death or incapacity of a trustee) shall occur, and no appointment of a successor trustee to fill a vacancy (including a vacancy caused by the death or incapacity of a trustee) shall be effective, until there is recorded with said place of recording an instrument of resignation or a certificate under Article TENTH (b) hereof as to the occurrence and cause of such vacancy or as to the appointment of a new trustee to fill the vacancy, together with, in the case of an appointment, the written acceptance of the successor trustee. All persons dealing with this trust may conclusively rely on the contents of any such certificate as provided in said Article TENTH (b).

A successor trustee shall have the same powers, rights and duties and the same title to the trust estate jointly with the surviving or remaining trustee or trustees, as if he were an original trustee. Any surviving or remaining trustee or trustees shall have every power given herein to the original trustees.

SIXTH: This trust may at any time or from time to time be amended, but not revoked, by an instrument in writing signed and acknowledged by a majority (which shall include the trustee designated by the Board of Selectmen of the Town of Lincoln) of the trustees in office and attached to the original of this Declaration of Trust, provided, however, that no such amendment shall be effective until the instrument of amendment or a certificate under Article TENTH (b) hereof setting forth the terms of such amendment is recorded with said place of recording. No such amendment may establish any purpose, contrary to the purposes set forth in Article SECOND, or permit any operation, that is not a public charitable purpose under the laws of the Commonwealth of Massachusetts; nor shall any amendment authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, unless the Internal Revenue Service refuses to confirm that this trust is entitled to tax exempt status under Section 501(c)(3) of the Internal Revenue

Code and is not a private foundation, in which event no amendment shall authorize any purpose contrary to the provisions of Section 503(c)(4) of the Internal Revenue Code. An amendment to this Article (or to any amendment to it) shall be valid only if and to the extent that it further restricts the amending power of the trustees. Notwithstanding anything contained in this Declaration, (a) the trustees shall not, subsequent to the acquisition of any land by them, impose or agree to the imposition of any further restrictions on the uses which may be made of such land, except (i) by by-laws adopted pursuant to Article SEVENTH (1) hereof or (ii) with the written consent of the Board of Selectmen of Lincoln, and (b) this paragraph may not be amended except with the written consent of said Board of Selectmen.

SEVENTH: All of the trustees' powers are exercisable solely in a fiduciary capacity and solely in accordance with and in furtherance of the charitable purposes set forth in Article SECOND and not otherwise. In addition to the powers conferred on them by law, the trustees shall have the following specific powers, exercisable without order or license of court:

(a) to receive and accept, by gift, devise, or bequest, money and property of every nature and description, and income from any such money or property, either without restriction or upon such terms, conditions, and restrictions as

may be imposed by the donor or testator conformably with Article THIRD hereof; and as to money and property so received to have all the powers given or granted by the donor or testator, together with such other express or implied powers as the law or this Declaration of Trust may give them;

(b) to retain any money or property received by them and to administer it, together with the income from it, with full power of disposition and control, unless otherwise limited by the terms and conditions applicable to specific gifts, devises, or bequests made to and accepted by them;

(c) to invest any part or all of the trust property in common stocks, in the stocks and securities of investment companies or investment trusts, or in any other way they consider wise; except that they may not lend any principal or income, directly or indirectly, to any trustee or to any other person, corporate or otherwise, who at any time has made a contribution to the trust; or to anyone except on the basis of an adequate interest charge and with adequate security;

(d) to credit receipts and charge expenditures to income, to principal, or to both, as may seem appropriate to them;

(e) to sell, mortgage, lease, exchange, or enter into other agreements or arrangements concerning any of the

property held by them, and to execute deeds and other instruments in connection with the foregoing;

(f) to participate in any plan of reorganization, refinancing, recapitalization, consolidation, or merger, and to take all steps they consider desirable in connection with their participation;

(g) to hold trust property in the name by which the trust is then called or in the name of a bank or trust company as custodian, without indication that the property is held in trust only if the property is held in the name of a registered nominee and is shown as trust property on the books of the trust;

(h) to create trusts of and from unrestricted funds or property at their disposal, and to fix the terms and conditions of trusts so created;

(i) to employ, elect, appoint, and remove officers, attorneys, and other agents, who may or may not be trustees; and to pay reasonable compensation for the services of such persons and for their own services as trustees; but in no event shall any trustee who has made a contribution to this trust ever receive any compensation thereafter;

(j) to appoint one or more of their number to the offices of President, Treasurer and Secretary of the trust;

(k) to authorize any one or more of their number or any person or agent appointed by them to sign and endorse checks; to enter orders to purchase and sell securities; and to sign, seal, acknowledge, and deliver any instrument in the name of and in behalf of the trustees or of the trust, and to have access to any safe-deposit box or boxes belonging to the trustees or to the trust;

(l) to adopt and change, from time to time, such rules in the nature of by-laws for the regulation of the administration of the trust and the use of the trust property as they consider advisable, provided that no by-law relating to use of the trust property shall be effective unless joined in by the trustee appointed by the Board of Selectmen, and further provided that no such by-law shall be in any manner binding upon any person dealing with this trust unless it is recorded with said place of recording. Such by-laws may include provisions for memberships or classes of membership in this trust and for dues or assessments or other charges required to be paid by members or classes of members, provided that only residents of the Town of Lincoln and owners of real property in Lincoln shall be eligible for such membership (but trustees may be members and need not be such residents);

(m) to do such further and additional acts and

things as may be necessary, incidental, or convenient in the attainment of the purposes expressed in this Declaration of Trust, and in the administration of the funds and property of the trust to achieve those purposes;

(n) to carry out the purposes of the trust alone or in conjunction with other exclusively charitable, scientific, literary, or educational organizations; and

(o) to administer, manage and maintain the real estate held by the trust in furtherance of the objectives stated in Article SECOND hereof.

EIGHTH: No trustee at any time acting under the provisions of this trust instrument shall be required to give any bond or any surety on any bond for the faithful performance of his duty. No trustee under this trust instrument shall ever be held responsible for any act or omission of any other trustee.

NINTH: (a) All instruments, whether or not under seal (including, but not limited to deeds, leases, contracts, releases, notes, checks, drafts, securities, assignments, endorsements and proxies), may be executed on behalf of the trust by a majority of the trustees or by such trustee or trustees as shall be authorized by a writing signed by a majority of the trustees or by action or vote of the trustees. Every instrument executed by any one (1) person who according to the records in

said place of recording appears to be a trustee hereunder shall be conclusive evidence in favor of every person relying thereon or claiming thereunder that at the time of delivery thereof this trust was in full force and effect and that such person was duly directed by all of the trustees to execute and deliver such instrument.

(b) All agreements, obligations, instruments, papers and actions by or in the name and on behalf of this trust may be made, incurred, executed, signed or taken by or in the name of "LINCOLN RIDGE CONSERVATION TRUST" or in the name of the trustees thereof, and shall in such cases and in such manner as the trustees deem advisable expressly exempt the trustees from liability out of their personal assets and expressly provide that only the trust property shall be liable thereunder or by reason thereof.

(c) The trustees may from time to time adopt and use a form of seal for this trust, but the use of such seal shall not be requisite to the validity of any action taken by the trustees.

(d) Any vote or other action by the trustees may be taken either at a meeting of the trustees or by an instrument executed by a majority of the trustees.

TENTH: (a) No corporation, person, or transfer agent

shall be held to examine into the trusts hereunder, but such corporation, person, or transfer agent may deal with trust property as if the trustees were the owners thereof free of all trusts; and no such corporation, person, or transfer agent dealing with the trustees shall be required to see to the application of any money or property paid or delivered to any trustee or agent of the trustees.

(b) Any person dealing with this trust or the trustees may always rely on a certificate signed by any one (1) person appearing from the records in said place of recording to be a trustee hereunder as to who are the trustees for the time being hereunder, as to whether or not this Declaration of Trust has been terminated, as to the existence or nonexistence of any fact or facts which constitute conditions precedent to acts by the trustees, or as to any other fact affecting or relating to this trust or this trust instrument.

(c) Any trustee, or any firm, trust, corporation, concern or estate in which he or she is interested as a trustee, director, officer, beneficiary, shareholder, agent, fiduciary or otherwise, may sell to, buy from, contract with and otherwise deal with this trust as freely and as effectually as though no interest or fiduciary relation existed; and the trustees hereunder shall have power to exercise or concur in exercising

all powers and discretions given to them hereunder or by law notwithstanding that they or any of them may have a direct or indirect interest, personally or otherwise, in the mode, result or effect of exercising such powers or discretions.

ELEVENTH: (a) No trustee shall be liable to this trust except for his own acts, neglects and defaults in bad faith.

(b) No trustee shall be liable out of his personal assets for any obligation or liability incurred by this trust or by the trustees, and each trustee shall be entitled to reimbursement and exoneration out of the trust estate according to law.

(c) The trust estate alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this trust.

(d) Proceedings against this trust may be brought against the trustees as trustees hereunder but not personally. The trustees shall be parties thereto only insofar as necessary to enable such obligation or liability to be enforced against the trust estate. In such proceedings, service of process upon one of the trustees or upon any agent whom they have appointed for that purpose shall be sufficient.

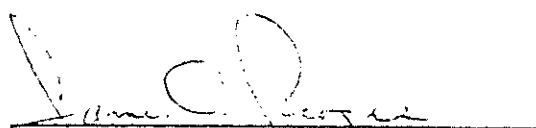
TWELFTH: The trustees shall seek confirmation by the Internal Revenue Service that this trust either (a) is qualified under §501(c)(3) of the Internal Revenue Code and is not a

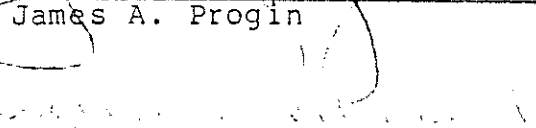
private foundation or (b) is qualified under §501(c)(4) of the Internal Revenue Code, and the trustees shall make any amendment of this Declaration of Trust required by the Internal Revenue Service as a condition to such confirmation, provided that the legal expenses of seeking such confirmation and of preparing and filing such amendment are reimbursed to the trust.

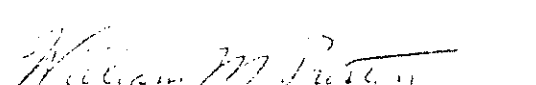
THIRTEENTH: This trust shall at all times be governed, construed, and administered in accordance with the laws of the Commonwealth of Massachusetts.


This instrument is executed in several counterparts, and such counterparts shall constitute but one and the same instrument, which shall for all purposes be sufficiently evidenced by any such original counterpart.


IN WITNESS WHEREOF, the trustees have hereunto set their hands and seals on the day, month and year first above written.



James A. Progin


Vernon W. Parkhurst


William M. Preston


Peter M. Small


Donald Collins


Anthony Picketman

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

November 30, 1978

Then personally appeared the above-named JAMES A. PROGIN and acknowledged the foregoing instrument to be his free act and deed, before me,

Robert Tuchmann
Notary Public

My commission expires:

ROBERT TUCHMANN, Notary Public
My commission expires Jan. 26, 1979

