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2010 APR 15 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7. Burch APR 16 2010

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Allied Educational Foundation Declaration of Trust Pursuant to F.S

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

**FEES:**

Declaration of Trust	\$350.00
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**OPTIONAL:**

Depot Certified Copy	\$ 8.75
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**FROM:** Andre A Gibson, Esq., Andre Gibson, Chartered

**Name (Printed or typed)**

115 NW 167th St.,

**Address**

North Miami Beach, FL 33169

**City, State & Zip**

305-652-4900

**Daytime Telephone number**

OP: 11/11/11



**FLORIDA DEPARTMENT OF STATE**  
**Division of Corporations**

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10 APR 15 AM 11:15

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DIVISION OF CORPORATIONS  
TALLAHASSEE

November 13, 2009

**ANDRE GIBSON**  
115 NW 167TH STREET STE 201  
NORTH MIAMI BEACH, FL 33169

**SUBJECT: ALLIED EDUCATIONAL FOUNDATION**  
**Ref. Number: W09000050242**

We have received your document for ALLIED EDUCATIONAL FOUNDATION and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A copy of the trust must be attached to the Affidavit to file or Qualify a Trust.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 009A00035527

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

Allied Educational Foundation

**A** NEW JERSEY **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of Allied Educational Foundation, a

(Name of Trust)

NEW JERSEY

(State)

Allied Educational Foundation, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 82 North Summit Street, Tenafly, NJ 07670

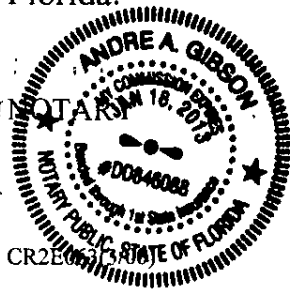
3. The registered agent and street address in the State of Florida is:  
Mr. George Barasch, Chairman of the Board of Trustees

3800 South Ocean Drive, Apt. 706, Hollywood, FL 33019

4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

George Barasch  
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.



George Barasch  
Name: GEORGE BARASCH  
Chairman of the Board of Trustees

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TRUSTEES**  
**ALLIED EDUCATIONAL FOUNDATION**  
**3800 South Ocean Drive, #706**  
**Hollywood, FL 33019**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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GEORGE BARASCH ✓

Stephen Barasch ✓  
P.O. Box 1088  
Whitefish, MT 59937  
H - 406-863-2765  
C - 201-417-4303  
F - 406-863-2766

CHAIRMAN

Administrator

FLORIDA ADDRESS

13836 Rivoli Drive  
Palm Beach Gardens, FL 33410

**TRUSTEES**

Ben Camadeco  
85 Remsen Road ✓  
Yonkers, NY 10710  
914-337-2976

Herbert Pobiner ✓  
535 East 86<sup>th</sup> Street, #5D  
New York, NY 10028  
212-988-4692  
Fax: 212-988-5334

Hon. Bertram Gelfand  
11 Park Drive  
Pelham Manor, NY 10803  
718-944-1555

Gelfand MAIL TO:  
Kurzman, Eisenberg, Corbin,  
Lever & Goodman  
1 North Broadway, 10<sup>th</sup> Floor  
White Plains, NY 10601  
Fax: 914-285-9855  
914-285-9800

Bruce A. Rogers  
441 Piermont Avenue  
Piermont, NY 10968  
(845) 365-3085

Dr. Donald Merino ✓  
19 Peter Lynas Court  
Tenafly, NJ 07670  
201-567-8524

Theodore Turitz  
3899 Vine Tree Trail C  
Lake Worth, FL 33467  
561-649-8697

James Crowley (Alt. Trustee)  
214 Bergen Avenue  
New Milford, NJ 07646  
201-262-4432

Sandra Staub  
446 Wyckoff Avenue  
Ramsey, NJ 07446  
201-327-3595

Anthony Guigliano  
50 Yonkers Terrace  
Yonkers, NY 10704  
914-237-7235



# Allied Educational Foundation

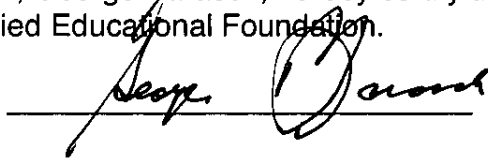
82 North Summit Street • Tenafly, NJ 07670 • Phone (201) 569-8180 • (800) 569-1225 • Fax (201) 568-5571

## TRUSTEES ALLIED EDUCATIONAL FOUNDATION

GEORGE BARASCH	CHAIRMAN
Benjamin Camadeco	Trustee
Dr. Donald Merino	Trustee
Herbert Pobiner	Trustee
Theodore Turitz	Trustee
Hon. Bertram Gelfand	Trustee
Sandra Staub	Trustee
Bruce A. Rogers	Trustee
Anthony Guigliano	Trustee
James Crowley	Alternate Trustee

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TALLAHASSEE, FLORIDA

I, George Barasch, hereby certify that the above are current Trustees of the Allied Educational Foundation.

  
\_\_\_\_\_

Sworn on this 9<sup>th</sup> day of October, 2009.

  
\_\_\_\_\_

Sylvia Pazmino  
Notary Public of New Jersey  
My Commission Expires September 18, 2012

AMENDED GRANT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS, that the Grant made by CROMWELL RESEARCH FOUNDATION, INC. the 21 day of *October*, 1983, to ALLIED EDUCATIONAL FOUNDATION and as subsequently amended, is hereby restated, modified and amended effective as of the date hereof so that the Grant shall now read as follows:

WHEREAS, Cromwell Research Foundation, Inc. subject to the terms and conditions set forth in this Grant, hereby desires to make a Grant to the Allied Educational Foundation of the property described in Exhibit A which is attached hereto and made a part hereof.

NOW, THEREFORE, Cromwell Research Foundation, Inc. does hereby irrevocably give, transfer, assign and set over to Allied Educational Foundation the property described in Exhibit A, which shall be administered, controlled and distributed by the Board of Trustees of Allied Educational Foundation, provided, however:

1. The property herein granted and the property in which it is invested and reinvested and all properties resulting from or attributable to any of said property, including but not limited to dividends, interests, increments, income and liquidating proceeds, distributions, or public contributions, shall be held, managed and administered, disbursed, expended by the Trustees of this Fund, hereinafter referred to as Fund "B".

2. Fund B shall be maintained for charitable and educational purposes, including but not limited to benefits for current and future active and retired members of Local 815, International Brotherhood of Teamsters and their spouses and dependent children (who are hereinafter respectively referred to as "Members"). In furtherance of this purpose, the Trustees are authorized to expend, devote and apply Fund B for the following uses and purposes:

2.1 To provide educational scholarships to meritorious or financially needy Members.

2.2 To conduct health, medical, educational, industrial, labor, economic, musical artistic, historical, scientific, legal, constitutional, archeological, social welfare, cultural and related conferences and seminars, locally, nationally and internationally.

2.3 To participate in overseas student exchange programs.

2.4 To provide educational and/or training programs.

2.5 To publish and issue pamphlets, reports, books, newsletters and other publications for their education and training.



2.6 To provide funds, directly, or in association with other similar or substantially similar organizations, for education, study, research in areas of medicine, science, cultural, social welfare, industry, labor, economics, art, music, history, archeology and legal, (including litigation to protect the freedom, liberty and rights, as guaranteed by the Bill of Rights and the Constitution of the United States.)

2.7 Generally to expend funds for charitable and educational purposes permitted for organizations exempt under Section 501 (c) (3), provided, however, that Fund's Trustees shall adopt such by-laws, rules and regulations providing for the required procedure for the operation of the Fund as are necessary and proper to effectuate the foregoing benefits, which shall be administered in accordance therewith; The Trustees, furthermore, are empowered to negotiate and merge with any other similar organization. No part of Fund B shall inure to the benefit of any private individual, except as otherwise expressly set forth herein and no part of the direct or indirect activities of Fund B shall consist of carrying on propaganda or otherwise attempting to influence legislation or of participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision hereof, Fund B shall not conduct or carry on any activities not to be conducted or carried on by an organization exempt from income tax pursuant to the provisions of Section 501 (c) (3) of the Internal Revenue Code or any Section of the Internal Revenue Code under which Fund B receives an exemption from income taxation and the regulations under any such Section as they now exist or as they may hereafter be amended.

4. In the event said Fund B shall terminate for any reason by liquidation or otherwise, whether voluntarily or involuntarily, the assets of Fund B or any proceeds therefrom shall be distributed to the extent permitted by law solely for the educational and charitable purposes hereinabove set forth and in compliance with the provisions of Section 501 (c) (3) of the Internal Revenue Code as it now exists or hereafter may be amended.

5. The Trustees of Allied Educational Foundation hereby agree to accept the property designated as Fund B and described in Exhibit A attached hereto and agree to hold, control and distribute said property in accordance with all the terms and conditions of this Grant.

6. The Trust shall be governed and administered by four Trustees who shall constitute the Board of Trustees and who shall be designated by the Grantor. The

term of office shall be five (5) years. Vacancies on the Board of Trustees shall be similarly filled by the Grantor.

7. This Trust shall be governed by the laws of the State of New Jersey.

8. It is understood and agreed that this restated Grant to Allied Educational Foundation is conditioned upon the following: (i) the issuance by the Commissioner of Internal Revenue of a written ruling to the effect that Fund B as amended herein, is exempt from income taxation under Section 501 (c) (3) of the Internal Revenue Code; and (ii) the exemption of the Allied Educational Foundation under Section 501 (c) (3) of the Internal Revenue Code would not be prejudiced by its acceptance and administration of the aforesaid restated Grant.

In the administration of this trust and of the trust fund, the Trustees shall have all powers and authority necessary or available to carry out the purposes and objectives of this trust as set forth in this Agreement or as may be set forth from time to time in resolutions or rules or regulations adopted by the Trustees for the purpose of construing or implementing the provisions of this Agreement and, without limiting the generality of the foregoing, shall have the following powers and authority, all subject, however, to the condition that no power or authority shall be exercised by the Trustees in any manner or for any purpose whatsoever which may not be exercised by an organization which is tax exempt or by an organization's donations to which are deductible from taxable income to the ex-

tent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended:

(a) To receive the income, profits, rents and proceeds of the trust fund, and to collect and receipt for the same;

(b) To purchase, subscribe for, retain, invest and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirement for diversification as to kind or amount. The words "securities or other property" as used in this agreement shall be deemed to include real or personal property, corporate shares, common or preferred, or any other interest in any corporation, association, investment trust or investment company, bonds, notes, debentures or other evidences of indebtedness or ownership, secured or unsecured, even though the same may not be legal investments for a trustee under the laws applicable hereto; but securities and other property shall not be deemed to include notes or indebtedness of the Donor unless the same is donated to this trust;

(c) To sell for cash or on credit, convert, redeem, exchange for other securities or other property, or otherwise dispose of any securities or other property at any time held by them.

sonally or by general or by limited power of attorney, any right appurtenant to any securities or other property held by them at any time;

(h) To borrow money in such amounts and upon such terms and conditions as shall be deemed advisable or proper to carry out the purpose of this trust and to pledge any securities, bonds, instruments of indebtedness, or other property for the repayment of any such loan;

(i) To hold part or all of the trust fund uninvested;

(j) To employ suitable accountants, agents, counsel, custodians and other personnel, and to pay their reasonable expenses and compensation;

(k) To register any securities held by them hereunder in their own name, or, to the extent permitted by law, in the name of a nominee, with or without the addition of words indicating that such securities are held in a fiduciary capacity, and to hold any securities unregistered or in bearer form;

(l) To make, execute and deliver all instruments necessary or proper for the accomplishment of the purpose of this trust or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, security agreements, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements;

(d) To alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, and sell or dispose of, at public or private sale, and upon such conditions and such terms as to cash and credit as they may deem advisable, real property;

(e) To pay all costs and administration expenses of this trust and any taxes imposed upon it, and to settle, compromise or submit to arbitration, any claims, mortgages, debts or damages, due or owing to or from this trust, to commence or defend suits or legal proceedings, and to represent this trust in all suits or legal proceedings;

(f) To exercise any conversion privilege or subscription right available in connection with any securities or other property at any time held by them; to consent to the reorganization, consolidation, merger, or readjustment of the finances of any corporation, company or association or to the sale, mortgage, pledge or lease of the property of any corporation, company or association any of the securities of which may at any time be held by them and to do any act with reference thereto, including the exercise of options, the making of agreements or subscriptions, and the payment of expenses, assessments, or subscriptions which may be deemed necessary or advisable in connection therewith, and to hold and retain any securities or other property which they may so acquire;

(g) To vote personally or by general or limited proxy, any shares of stock which may be held by them at any time, and similarly to exercise per-

The Trustees, in their sole and exclusive judgment, shall have the sole right to construe, implement and interpret the purposes, objectives, conditions and provisions of the trust and to make rules and regulations in connection therewith, including a change in situs of the Trust. All decisions of the Trustees shall be final and binding upon all interested parties.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 21 day of October, 1982

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TALLAHASSEE FLORIDA

CROMWELL RESEARCH FOUNDATION, INC.

By: 

President

ALLIED EDUCATIONAL FOUNDATION

By: 

Trustee

By: 

Trustee

By: 

Trustee

By: 

Trustee