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(Requestor's Name)

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(City/State/Zip/Phone #)

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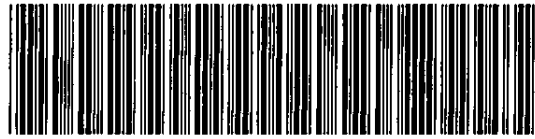
(Business Entity Name)

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2010 MAY 21 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

J. Shivers MAY 24 2010

W10-2341

524

**TRANSMITTAL LETTER**

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

**SUBJECT:** Halprin Children Irrevocable Trust

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

**FEES:**

Declaration of Trust \$350.00

**OPTIONAL:**

Certified Copy \$ 8.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 MAY 21 AM 11:41

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**FROM:** Bette W. Schroeder, Trustee

**Name (Printed or typed)**

8198 Terrace Garden Drive, #207

**Address**

St. Petersburg, FL 33709

**City, State & Zip**

(727) 481-5491

**Daytime Telephone number**

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

A Irrevocable 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 Halprin Children Irrevocable Trust, a  
Florida (Name of Trust)  
Trust hereby affirms in order to file or qualify  
(State)  
Halprin Children Irrevocable Trust, in the State of Florida.  
(Name of Trust)

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

2. The principal address is 8198 Terrace Garden Drive, #207  
St. Petersburg, FL 33709

3. The registered agent and street address in the State of Florida is:  
Bette W. Schroeder, Trustee  
8198 Terrace Garden Drive, #207  
St. Petersburg, FL 33709

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.

Bette W. Schroeder

(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.



Bette W. Schroeder  
Name: BETTE W. SCHROEDER  
Chairman of the Board of Trustees

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

CR2E063(3/00)

State of Florida  
County of Pinellas  
I, Elaine Brame, do hereby certify that Bette Schroeder personally appeared  
before me this 3rd day of May 2010.  
Elaine Brame

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 MAY 21 AM 11:41

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MAY 21 AM 11:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

HALPRIN CHILDREN IRREVOCABLE TRUST

THIS TRUST AGREEMENT, which may hereafter be known as the "HALPRIN CHILDREN IRREVOCABLE TRUST," made this 30th day of December, A.D. 1970, by and between ROUBEN.E. HALPRIN, hereinafter called the "Grantor", and BETTE W. HALPRIN, hereinafter called the "Trustee".

1. Trust Property. The Grantor hereby transfers and delivers to the Trustee the property listed in Schedule A, hereto annexed, the receipt of which is hereby acknowledged by the Trustee, upon the express terms and conditions and with the powers and limitations hereinafter set forth. Additional property may from time to time be transferred by the Grantor or by any other person or persons to the Trustee, with her consent, and such property shall thereupon become a part of the trust estate and shall be held, managed, invested, and reinvested, and disposed of on the same terms and conditions as the property originally transferred.

2. Dispositive Provisions. The Trustee shall divide the trust property equally into four separate trust funds, one of such trust funds to be held for the primary benefit of DAVID ALLEN HALPRIN, son of the Grantor and Trustee, born on September 12, 1960, one of such trust funds to be held for the primary benefit of MICHAEL J. HALPRIN, son of the Grantor and Trustee, born on April 4, 1962, one of such trust funds to be held for the primary benefit of DEBORAH SUE HALPRIN, daughter of the Grantor and Trustee, born on September 12, 1964, and one of such trust funds to be held for the primary benefit of LAURA AILEEN HALPRIN, daughter of Grantor and Trustee, born on April 17, 1966, and the Trustee shall hold, manage and invest the trust property and shall collect and receive the income thereof, and after deducting all necessary expenses incident to the administration of the trust, shall dispose of the principal and income of the trust as follows:

a. The Trustee may distribute to, or expend for the benefit of the primary beneficiary of such trust, until he or she attains the age of twenty-one (21) years, so much of the principal and

the current or accumulated income therefrom, at such time or times, and in such amounts and manner as the Trustee, in her sole discretion, shall determine. Any amounts of income which the Trustee shall determine not to distribute to or expend for the benefit of the primary beneficiary of such trust, may be accumulated in such trust.

b. When the primary beneficiary attains the age of twenty-one (21) years, the trust as to such beneficiary shall terminate, and the entire separate trust fund of such primary beneficiary shall terminate, and such entire trust fund as it shall then exist, both principal and income, shall be paid and distributed to the primary beneficiary, free and discharged of all trust.

c. Notwithstanding the provisions of subparagraph b of this paragraph, if within thirty (30) days after the primary beneficiary attains the age of twenty-one (21) years, such primary beneficiary shall, in writing, request the Trustee to do so, the Trustee shall disburse one-half (1/2) of the then existing trust fund to such primary beneficiary in fee and free of trust, and the Trustee shall continue the remaining trust fund for such primary beneficiary until he or she attains the age of thirty-five (35) years. In such event, the trust income earned after the primary beneficiary attains the age of twenty-one (21) years, shall be paid to him or her in semi-annual or more frequent intervals, and when such primary beneficiary attains the age of thirty-five (35) years the trust for such primary beneficiary shall terminate and the entire trust fund for such primary beneficiary then remaining shall be paid over and distributed to him or her, free and discharged of all trust.

d. If any of such primary beneficiaries shall die before attaining the age of twenty-one (21) years (or the age of thirty-five (35) years, if such trust estate is extended pursuant to the provisions of subparagraph c of this paragraph), the trust for such primary beneficiary shall terminate, and the entire trust property then remaining shall be paid over and distributed to such persons in such shares, and in such manner as the primary beneficiary may appoint by his or her Last Will and Testament provided this power of appointment is specifically referred to by the terms of such Will.

e. Should such primary beneficiary die before attaining the age of twenty-one (21) years (or the age of thirty-five (35) years, if such trust estate is extended pursuant to the provisions of subparagraph c of this paragraph), and without validly exercising the general testamentary power of appointment referred to in subparagraph d of this paragraph, the Trustee shall pay over and distribute the entire trust estate of such primary beneficiary then remaining in equal shares to the then living children of such primary beneficiary, if any, and if none, then per stirpes to the lawful lineal descendants then living of the Grantor, or if there is no such lawful lineal descendants of the Grantor then surviving, to the person or persons who shall be appointed to administer the estate of the primary beneficiary to be disposed of as part of such estate.

3. Trustee's Powers. In the administration of each of the trusts, the Trustee shall have the following powers, all of which shall be exercised in a fiduciary capacity, primarily in the interest of the primary beneficiary of such trust:

a. To hold any or all of the trust estate in the form of investment in which received.

b. To sell at public or private sale, to mortgage, pledge, or hypothecate, or to exchange or lease (including lease for a period extending beyond the term of this trust), any stocks, notes, securities, real estate, minerals, and other trust property, upon such terms, cash or credit, or both, as she may deem advisable.

c. To invest and reinvest the trust estate, without limitation to trust or chancery investments, in investments of any kind, real or personal, including, without limitation, stocks, bonds, notes, mortgages, lands, minerals, royalties, leaseholds, participations in partnerships, joint ventures, and other business enterprises.

d. To construct, add to, repair, or demolish (in whole or in part) any improvements upon any trust property.

e. To participate in any reorganization, consolidation, merger, or dissolution of any corporation, the stocks, bonds, or other securities of which may be held at any time as part of the trust estate

and to receive and continue to hold any property which may be allocated or distributed to her by reason of participation in any such reorganization, consolidation, merger, or dissolution.

f. To make or hold investments or any part of the trust estates in common or undivided interests with other persons, corporations or trusts.

g. To demand, receive, receipt for, sue for, and collect any and all rights, money, properties, or claims to which this trust may be entitled, and to compromise, settle, arbitrate, or abandon any claim or demand in favor of or against this trust.

h. To borrow funds for this trust in such amounts and for such purposes as to her shall seem for the best interest of this trust and the beneficiary thereof, and to purchase property on the credit of this trust, and, in connection with such borrowing or such purchase, to execute and deliver promissory notes or other evidences of indebtedness of this trust and to mortgage or pledge all or any part of the trust estate to secure payment of such indebtedness, and to repay such indebtedness out of the trust estate.

i. To employ agents, legal counsel, brokers, and assistants, and to pay their fees and expenses, as she may deem necessary or advisable to carry out the provisions of this trust.

j. To vote in person or by proxy any shares of stock which may form a part of this trust.

k. To lend money to any person or persons upon such terms, but with adequate interest and security, as she may deem advisable for the best interest of this trust and the beneficiary hereunder.

l. To elect, appoint, and remove directors of any corporation, the stock of which shall constitute trust property, and to act as a director and officer of any such corporation.

m. Generally, and without limitation by any specific enumeration herein, to manage, control, operate, convert, reconvert, invest, reinvest, sell, exchange, lease, mortgage, pledge, pool, or otherwise encumber and deal with the property of this trust, for and in behalf of this trust and the beneficiary thereof, to the same extent and with the same powers that any individual would have in respect to his own property and funds.

n. The trustee may freely act under all or any of the powers by this agreement given to her in all matters concerning this trust, after forming her judgment based upon all the circumstances of any particular situation as to the wisest and best course to pursue in the interest of this trust and the beneficiary hereunder, without the necessity of obtaining the consent or permission of any person interested therein, or the consent or approval of any court, and notwithstanding that she may also be acting individually, or as trustee of other trusts, or as agent for other persons or corporations interested in the same matters, or may be interested in connection with the same matters as stockholders, director, or otherwise, provided, however, that she shall exercise such powers at all times in a fiduciary capacity primarily in the interest of the beneficiary hereunder.

The powers herein granted to the Trustee shall be deemed to be supplementary to and not exclusive of the general powers of trustees pursuant to law, and shall include all powers necessary to carry the same into effect.

4. Limitation on Powers. Notwithstanding anything herein contained to the contrary, no powers enumerated herein or accorded to trustees generally pursuant to law shall be construed to enable the Grantor, or the Trustee, or any other person to purchase, exchange, or otherwise deal with or dispose of the principal or income of the trust for less than an adequate and full consideration in money or money's worth or to enable the Grantor or the Trustee to borrow the principal or income of the trust, directly or indirectly, without adequate interest or security. No person, other than the Trustee, shall have or exercise the power to vote or direct the voting of any stock or other securities of the trust, to control the investment of the trust either by directing investments or reinvestments or by vetoing proposed investments or reinvestments, or to reacquire or exchange any property of the trust by substituting other property of an equivalent value.

5. Successor Trustee. The Trustee shall have the power at any time to designate a Successor Trustee, and such Successor Trustee shall have the same duties and powers as are assumed and conferred in this agreement upon the Trustee, including the power in



any successor to himself appoint a successor. Any appointment of a Successor Trustee shall be made in writing, shall be acknowledged, and shall state the time or the event when such appointment shall take effect. A copy of such appointment shall be delivered to the beneficiary. Upon the failure of any Trustee to designate a successor, the Trustee shall be DAVID Z. SOKOL, of Miami, brother of the Trustee.

6. Bond. No bond or other security shall be required of the Trustee or of any Successor Trustee.

7. This Agreement shall be construed and regulated in all respects by the laws of the State of Florida.

8. Irrevocability. The trust shall be irrevocable, and the Grantor hereby expressly acknowledges that he shall have no right or power, whether alone or in conjunction with others, in whatever capacity, to alter, amend, revoke, or terminate the trust, or any of the terms of this agreement, in whole or in part, or to designate the persons who shall possess or enjoy the trust property, or the income therefrom. By this instrument the Grantor intends to and do hereby relinquish absolutely and forever all possession or enjoyment of, or right to the income from, the trust property, whether directly, indirectly, or constructively, and every interest of any nature, present or future, in the trust property.

9. The Trustee hereby accepts the trust herein created.

IN WITNESS WHEREOF, the parties hereto have executed this instrument in duplicate the day and year first above written.

Signed, sealed and delivered in the presence of:

[Signature]

[Signature]  
As to all parties

[Signature] (SEA)  
Rouben E. Halprin, Grantor

[Signature] (SEA)  
Bette W. Halprin, Trustee

HALPRIN CHILDREN IRREVOCABLE TRUST

SCHEDULE A

Mortgage dated February 28, 1969, made by WILLIAM R. McROBERTS and EMMA R. McROBERTS, his wife, President and Secretary, Treasurer, respectively, of MC ROBERTS PROPERTIES, INC., to ROUBEN E. HALPRIN, recorded in O.R. 3034, page 392, public records of Pinellas County, Florida, encumbering the real property located in Pinellas County, Florida, and described as:

South 1/2 of the Southwest 1/4 of the Southwest 1/4, less the West 1003 Feet and less the East 131.79 feet and less that part in 54th Avenue North, Section 33, Township 30 South, Range 16 East, Pinellas County, Florida,

and the promissory note for which the same is collateral.

  
\_\_\_\_\_  
Rouben E. Halprin, Grantor (SEAL)

  
\_\_\_\_\_  
Bette W. Halprin, Trustee (SEAL)

September 20, 1981

Mrs. Bette Schroeder  
7858 9th Avenue South  
St. Petersburg, Florida 33707

RE: Halprin Children Irrevocable Trust

Dear Mrs. Schroeder:

I have read and am familiar with the terms of the Halprin Children Irrevocable Trust, and with its assets. It has always been our understanding that it was primarily intended for our education.

I am not in need of the principal nor the income from the trust at this time. Being familiar with the assets of the trust, and how we have been utilizing the income of the trust for our education, and as it was my understanding and I believe the understanding of all of us involved in the trust that the primary purpose of the trust was to provide for our education, any distribution before all of us have completed our education would not serve fairly the intent or our understanding. I believe that liquidation would reduce the value of assets which would grow if left undisturbed. Therefore, I am of the opinion that it is in our best interest to allow the trust to remain intact. I request of you the following.

First, that no part of the trust be distributed to me at this time.

Also, when my younger sister, Laura, reaches age 21, then distribute to me 1/2 of my corpus and accumulated income, leaving the remainder in trust.

Finally, when I reach age 35, distribute to me all remaining principal and income of my share. However, in the event that after Laura has reached 21, my brother and both of my sisters agree to an earlier distribution, this extension of your trusteeship be terminated and the entire proceeds of the trust be distributed.

I request this notwithstanding my rights under paragraphs 2b and 2c of the trust.

If this request is agreeable to you, I request that you return to me a copy of this letter indicating your agreement.

Sincerely,

  
David Allen Halprin  
Primary Beneficiary

Dear David:

I agree to abide by the terms of your request concerning distribution of your share of the Halprin Children Irrevocable Trust.

  
Bette Schroeder  
Trustee

January 6, 1983

Mrs. Bette Schroeder  
7858 9th Avenue South  
St. Petersburg, Florida 33707

RE: Halprin Children Irrevocable Trust

Dear Mrs. Schroeder:

I have read my brother David's letter dated September 20, 1981 addressed to you.

I, too, am familiar with the Halprin Children Irrevocable Trust and its purpose. I agree with the content of David's letter in its entirety and I join with him in his request extending distribution of the trust, under the same terms.

If this request is agreeable to you, I request that you return to me a copy of this letter indicating your agreement.

Sincerely,



Michael J. Halprin  
Primary Beneficiary

Dear Michael:

I agree to abide by the terms of your request concerning distribution of your share of the Halprin Children Irrevocable Trust.



Bette Schroeder  
Trustee

2010 MAY 21 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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