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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

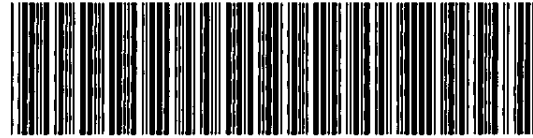
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W12-42754

TRANSMITTAL LETTER

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

Action Center for College Educational Services and Scholarships

SUBJECT: *Foundation's Submission of "Affidavit to The FL Secretary of State to file or Qualify"*

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**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: *Action Center for College Educational Services and Scholarships foundation (ACCESS)*

Name (Printed or typed)

31 St. James Ave, suite 520

Address

Boston, MA 02116

City, State & Zip

617-778-7195 x104

Daytime Telephone number



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2012

ACTION CENTER FOR COLLEGE EDUCATIONSL SERVICES AND SCHO
31 ST. JAMES AVE SUITE 520
BOSTON, MA 02116

SUBJECT: ACTION CENTER FOR COLLEGE EDUCATIONAL SERVICES AND
SCHOLARSHIPS FOUNDATION
Ref. Number: W12000042754

We have received your document for ACTION CENTER FOR COLLEGE EDUCATIONAL SERVICES AND SCHOLARSHIPS FOUNDATION and your check(s) totaling \$358.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

Please return 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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 812A00021091

AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY

Action Center for College Educational Services and Scholarships Foundation

A ~~College~~ MA 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 Action Center for College Educational Services and Scholarships Foundation (Name of Trust) (Access)

MA Trust hereby affirms in order to file or qualify (State)
Action Center for College Educational Services and Scholarships Foundation in the State of Florida. (Name of Trust)

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

2. The principal address is 31 St. James Ave, Suite 520
Boston, MA 02116

o/o 3. The registered agent and street address in the State of Florida is: Keith G. Fletcher
Miami-Dade College - Wolfson Campus
Building 5, office 5501-02, 300 NE 2nd Ave, Miami, FL 33132-2217

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.

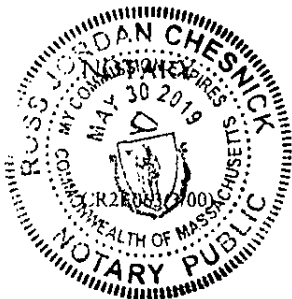
Keith G. Fletcher
(Signature of Registered Agent)

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 Florida.

[Signature]

Name:
Chairman of the Board of Trustees

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACTION CENTER FOR COLLEGE EDUCATIONAL SERVICES AND SCHOLARSHIPS FOUNDATION

This Declaration of Trust made this 15th day of February, 2001, by the undersigned, hereinafter called the initial Trustees, shall be known as the "Action Center for College Educational Services and Scholarships Foundation".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH THAT:

WHEREAS the Action Center for College Educational Services and Scholarships ("ACCESS") was a program of the Boston Plan for Excellence in the Public Schools Foundation ("Boston Plan for Excellence"), a charitable trust created and operated in Boston, Massachusetts, primarily for the benefit of the public schools of the City of Boston and the students in those public schools; and

WHEREAS the ACCESS program provided scholarships to graduates of the Boston public high schools and financial aid advising services to students currently enrolled in those public high schools; and

WHEREAS, in recognition of the unique mission of ACCESS within the Boston Plan for Excellence, the trustees of the Boston Plan for Excellence have determined that ACCESS will be in a better position to evolve and pursue its mission -- and, thus, benefit an increasing number

of Boston public high school students and graduates -- by evolving from a program of the Boston Plan for Excellence into its own organization affiliated with the Boston Plan for Excellence; and

WHEREAS the initial Trustees hereunder have received, simultaneously with the execution hereof, certain property transferred and assigned to them by the trustees of the Boston Plan for Excellence; and

WHEREAS other persons, natural or corporate, who or which desire to contribute to the well-being of society by promoting charitable interests generally and/or ACCESS in particular may from time to time hereafter convey, assign or transfer other property, real or personal, to the Trustees and may by last will and testament give, devise, bequeath or appoint other property, real or personal, to the Trustees;

NOW, THEREFORE, the initial Trustees hereunder hereby declare that they do and will hold all of the property which has been assigned and transferred to them as Trustees hereunder as aforesaid, and all other property, real or personal, which may hereafter be conveyed, assigned or transferred to them as such Trustees, and any property, real or personal, which may be given, devised, bequeathed or appointed to them as such Trustees, and declare that their successors in trust shall so hold the same, and any and all additions thereto (all hereinafter called the Trust Property), upon the trusts hereinafter set forth.

ARTICLE FIRST: During the continuance of the trust hereby created (but subject, always, to the provisions of the following Article Fifth hereof), the Trustees shall hold and manage the Trust Property, or so much thereof as from time to time remains in their hands or possession, shall collect the income and proceeds thereof, and, after paying all proper expenses of administering their trust with respect thereto, shall deal with the remaining income and principal thereof as follows:

1. The Trustees shall pay over, transfer and/or distribute for any one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or afterward amended (the "Code"), including for the benefit of the students and graduates of the public high schools in the City of Boston, such sums and/or other property from said income and/or said principal, including the whole thereof, as the Trustees in their absolute and uncontrolled discretion shall from time to time determine to be proper or desirable, in each such case to or among such one or more individuals, corporations, trusts, foundations and/or other organizations, in such manner or manners, on such terms and conditions (including any terms and conditions prescribed by the donors thereof that are consistent with the purposes of this trust), at such time or times, and in such proportion or proportions, all as the Trustees in their discretion shall determine to be proper or desirable. The Trustees shall accumulate and add to the principal of the Trust Property any income not so paid over, transferred or distributed.

2. Notwithstanding anything to the contrary hereinbefore in this Article contained, in the event that the Trustees shall at any time determine, in their absolute and uncontrolled discretion,

that the trust hereunder should for any reason whatsoever be terminated, the Trustees shall pay over, transfer and/or distribute the entire then remaining Trust Property to the trustees of the Boston Plan for Excellence, if it is then an organization described in said section 501(c)(3) of the Code or, if it is not, to The Boston Foundation, Inc., a not-for-profit corporation organized under the laws of Massachusetts, if it is then an organization so described or, if neither the Boston Plan for Excellence nor The Boston Foundation, Inc., is then an organization described in said section 501(c)(3), to or among such one or more corporations, trusts, foundations and/or other organizations as shall then be so described, in each case for any one or more of the purposes specified in said section 501(c)(3).

ARTICLE SECOND: At all times there shall be no fewer than nine (9) and no more than seventeen (17) Trustees and at least three (3) Trustees hereunder shall also be trustees of the Boston Plan for Excellence. Subject to the foregoing provision hereof, the number of Trustees may be increased or decreased from time to time by a vote evidenced by an instrument in writing signed by two-thirds ($\frac{2}{3}$) of the Trustees then in office. No reduction in the number of Trustees shall have the effect of removing any Trustee from office prior to the expiration of that Trustee's term.

The term of office of each Trustee shall be no more than three (3) consecutive years, except that, at the expiration of the first term of any Trustee, such Trustee may be appointed to one (1) additional term of no more than three (3) consecutive years. Subject to the provisions of the immediately following paragraph hereof, each Trustee shall serve in the office until the later

to occur of the expiration of such Trustee's term or terms, as the case may be, and the appointment and acceptance of such Trustee's successor.

Any Trustee hereunder may at any time resign as such by instrument in writing signed by such Trustee and delivered, or mailed by registered mail, postage prepaid, to each of the chairpersons of the board of trustees of the Boston Plan for Excellence and of the board of Trustees hereunder. Any person acting as a Trustee may be removed from the office at any time by a vote evidenced by an instrument in writing signed by all of the other Trustees then in office and delivered, or mailed by registered mail, to such person. A notice of the removal of a Trustee as aforesaid shall also be delivered, or mailed by registered mail, to the chairperson of the board of trustees of the Boston Plan for Excellence. Notwithstanding anything to the contrary hereinbefore in this Article contained, any person acting as a Trustee shall cease to be a Trustee without the necessity of any act of resignation or removal upon an adjudication by a court of competent jurisdiction that such person is incapable of caring for such person's property.

If and whenever there shall be a vacancy in the office of Trustee, including a vacancy created by an increase in the number of Trustees as aforesaid, a person shall be appointed to act as a Trustee hereunder, each such appointment to be by a vote evidenced by an instrument in writing signed by a majority of the Trustees and, if required by the immediately following sentence, after approval of the person's appointment by the trustees of the Boston Plan for Excellence, and each person so appointed shall, upon such person's acceptance in writing of the

office, become a Trustee. A majority of the Trustees in office shall be either initial Trustees or persons whose appointments were approved by the trustees of the Boston Plan for Excellence. Until vacancies are filled, the remaining Trustees (even though fewer than the minimum number of Trustees hereinbefore in this Article specified) may exercise the powers of the Trustees hereunder. Any Trustee elected to fill a vacancy created by the resignation, removal or death of a former Trustee shall hold office for the unexpired term of such former Trustee.

Each person who shall become a Trustee in accordance with the foregoing provisions hereof shall thenceforth have all and the same rights, powers, duties and exemptions herein given to each of the initial Trustees and shall be vested with title to the Trust Property, jointly with any other person then acting as Trustee, all without the necessity of any act of transfer or conveyance. No bond shall ever be required of any initial Trustee or of any person who shall become a Trustee in accordance with the foregoing provisions hereof.

Except as elsewhere in this Declaration otherwise stated, the Trustees shall use reasonable discretion in exercising each of the powers herein granted to them and may be restrained from doing otherwise, but, notwithstanding any language, or inference therefrom, to the contrary (or in limitation hereof) anywhere in this instrument contained, neither the initial Trustees nor any succeeding Trustee shall under any circumstances or in any event be held liable or accountable out of such Trustee's personal assets by reason of any action taken, suffered or omitted in good faith, or be so liable or accountable by reason of the existence or failure to

disclose the existence of any personal or adverse interest, or by reason of anything except his or her own personal and willful malfeasances and defaults.

As used in this Declaration of Trust, the term "Trustee" and any pronoun referring thereto shall be deemed to include the initial Trustees' successors in trust and to mean the Trustee or Trustees for the time being hereunder, whenever the context so permits.

ARTICLE THIRD: The Trustees shall meet no less than four (4) times during each calendar year at such time and place as the chairperson of the board of Trustees shall determine. Special meetings of the Trustees may be called by the chairperson of the board of Trustees and any two other Trustees.

Unless specifically provided otherwise in this Declaration, any action of the Trustees shall be taken by vote of a majority of the Trustees then in office.

The Trustees may elect or appoint such officers for the Trust as they determine to be necessary or desirable, including a chairperson of the board of Trustees, a secretary and a treasurer, and from time to time may fix the duties to be performed by such officers, PROVIDED, HOWEVER, that, with respect to any such election or appointment of a chairperson of the board of Trustees, it shall be effective upon approval by the trustees of the Boston Plan for Excellence. These officers may be removed or discharged as officers in the absolute and uncontrolled discretion of the Trustees. The Trustees may also establish and

appoint from among the board of Trustees an executive committee of two (2) or more persons and such other standing committees as the Trustees determine. The Trustees may delegate to the executive committee such of the powers herein conferred upon the Trustees as they deem necessary and appropriate, and may confer upon such other committees such powers, duties and obligations as the Trustees deem necessary or appropriate.

The Trustees shall make or adopt, and from time to time may amend or repeal, such rules in the nature of by-laws for the regulation of the administration of the Trust as the Trustees consider advisable.

ARTICLE FOURTH: The Trustees shall, at least as often as annually, render a written report of the administration of the Trust, including its annual budget and a description of its activities during the previous year, to the trustees of the Boston Plan for Excellence. The Trustees shall also submit an independent auditor's report on its financial statements to the trustees of the Boston Plan for Excellence on a yearly basis.

ARTICLE FIFTH: Notwithstanding anything to the contrary elsewhere in this Declaration contained, it is the intention of the Trustees and of the persons who have simultaneously transferred and assigned property to the Trustees as aforesaid, and it is hereby expressly directed, that the trust hereby created is organized and shall be operated exclusively for one or more of the purposes specified in sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code and shall not carry on any activities not permitted to be carried on by a trust exempt

from federal income tax under said section 501(c)(3), and all provisions of this Declaration shall be construed in such manner only, and shall take effect to such extent only, as shall be consistent with complete fulfillment of said intention and direction. To that end, and without hereby intending to limit the generality of the foregoing language, the Trustees, upon direction to do so by the trustees of the Boston Plan for Excellence given in writing at any time or from time to time, shall not carry on or shall cease carrying on any particular activity or shall terminate the trust hereunder as a result of carrying on any particular activity that the trustees of the Boston Plan for Excellence, in their absolute and uncontrolled discretion, determine to be an activity not permitted to be carried on by a trust exempt from federal income tax under said section 501(c)(3). In the event of the termination of the trust hereunder in accordance with the immediately preceding sentence, the Trustees shall forthwith pay over, transfer and/or distribute the entire then remaining Trust Property as directed by Section 2 of Article First hereof.

Notwithstanding as aforesaid, if and while the trust hereby created is determined to be a private foundation within the meaning of section 509(a) of the Code, the Trustees shall so pay over and/or distribute such sum or sums and/or other property from said income and/or said principal and at such time or times, in each such case as shall be necessary in order to avoid liability for the tax imposed by section 4942 of the Code and the Trustees shall not (i) engage in any act of self dealing as defined in section 4941(d) of the Code; (ii) retain any excess business holdings as defined in section 4943(c) of the Code; (iii) make any investments in such a manner as to subject the trust hereunder to liability for the tax imposed by section 4944 of the Code; or

(iv) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

At no time shall any part of the net earnings of the Trust inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation; except that the Trustees may make the election provided for in section 501(h) of the Code with respect to influencing legislation and, only if they so elect, may make lobbying expenditures that do not normally exceed the ceiling amounts prescribed by section 501(h)(2)(B) and (D) of the Code. No part of the activities of the 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.

ARTICLE SIXTH: In addition to, and not in limitation of, the Trustees' common law and statutory powers (but subject, always, to the provisions of the foregoing Article Fifth hereof), the Trustees are expressly authorized to exercise with respect to the Trust Property, of whatever from time to time consisting, the powers following, to wit:

1. To receive and collect all sums due or payable to them as such Trustees and as the owners of the Trust Property and to take all steps which they shall think proper to enforce the payment thereof.

2. To retain any property, real or personal, including cash, which they may receive or acquire as Trustees, in the same state of investment in which received or acquired by them as far and as long as they shall think proper, even though such property shall be of a character or in an

amount not customarily considered proper for the investment of trust funds; and to receive or acquire at any time or from time to time and to retain property returning no income as long and as far as they shall think proper, without the same being in any way chargeable with income and without the proceeds thereof, in case of sale, being in any part deemed income.

3. From time to time and as often as they shall think proper to sell or to exchange, at public or private sale or transaction, for cash or on credit, and for such considerations and on such terms as they shall think proper, any real or personal property held by them as Trustees under this Declaration, and, with respect to any property so sold or exchanged, to transfer or convey the same by good and sufficient deed or deeds or other instrument or instruments of transfer to, or as directed by, the purchaser or purchasers thereof, free from all trusts; and they shall have the power, in case of any sale or exchange or offer to sell or exchange, to buy in the property, or to buy in, rescind or vary any contract and to resell or re-exchange any such property.

4. To invest and reinvest the whole or any part or parts of the Trust Property and from time to time and as often as they shall see fit to change investments, including power to invest in all types of securities (including, among others, bonds, preferred stocks, common stocks and beneficial interests of or in corporations, domestic or foreign, and so-called investment trusts and investment companies) and other property, real or personal, of whatsoever nature and however denominated, all to such extent as shall seem to them proper, and without liability for loss, even though such property shall be of a character or in an amount not customarily considered proper for the investment of trust funds.

5. To participate in such manner and upon such terms as they shall think proper in any reorganization, merger, consolidation, sale of assets or recapitalization affecting any of the Trust Property; to settle, adjust, compromise, compound or subordinate any debts owing to or by them as such Trustees or any other claims or demands either in favor of or against the Trust Property or themselves as such Trustees, and to adjust any disputes in relation to debts or claims by arbitration or otherwise; and to pay any debts or claims against them as such Trustees upon any evidence that to them shall seem sufficient.

6. To waive notice of and to vote at all meetings of any corporation or other enterprise or organization any of the shares or other securities having voting power of which are included in the Trust Property, and in connection with any such voting to give such proxies and to such persons as they shall think proper, and to consent to or approve action taken at any such meeting; and to enter into one or more voting trust agreements with respect to any of such shares or other securities in such form or forms as they shall think proper, and to transfer any such shares or other securities of record for voting purposes to the trustee or trustees under any such voting trust agreement.

7. To determine, in accordance with recognized rules of accounting, all questions that may arise in the administration of the trust as to whether and to what extent any money or other

thing of value received by them shall be deemed to be principal or to be income, and as to whether and to what extent any charge or expense paid by them shall be charged against principal or against income, including power, in accordance with such rules, to apportion any receipt or expense between principal and income and to determine what portion, if any, of the actual income received upon any wasting investment, or upon any investment purchased or acquired at a premium, shall be retained and added to principal to prevent a diminution thereof upon maturity or exhaustion of such investment.

8. To employ (and pay compensation to) such attorneys, brokers, banks, custodians, investment counsel and other servants and agents (who, as to each said category, may be natural or corporate persons or firms of which any Trustee is a member or associate) as they shall think proper, and by instrument in writing to delegate to any such servant or agent, and any Trustee may so delegate to any co-Trustee or co-Trustees or any other person or persons, any or all of the powers in this Declaration given for such periods of time as they shall or such Trustees shall think proper and as shall be specified in such writing.

9. To incur all such liabilities and expenses, and to pay from the Trust Property in their hands all such sums, as they shall think proper for the management and care of the Trust Property or for carrying out any of the powers in this Declaration given, including, without limiting the foregoing generality -- repairs; improvements; taxes; assessments; insurance; counsel fees; wages; commissions of brokers on the sale, leasing, letting or encumbering of any property; and all other charges.

10. To give partial releases of, and to extend or subordinate, any mortgages or pledges held by them, upon such terms as they shall think proper, to assign or discharge any such mortgage or pledge, to take possession of any property mortgaged to them, to exercise any power of sale contained in any such mortgage or pledge, and to do any act which they shall think proper to foreclose the same, by entry or otherwise.

11. To borrow money from any person or persons whomsoever, in each case with or without giving security or personal liability for the repayment thereof, and in all respects upon such terms and conditions as the Trustees shall think proper.

12. To lease, mortgage or otherwise encumber, partition, manage, repair, insure, improve and generally to deal in and with any and all real estate from time to time comprised in the Trust Property, all on such terms as they shall think fit, including power to tear down or demolish any buildings thereon and power to erect others in their stead, and power to give leases for periods that may extend beyond the duration of their trust.

13. To make, execute, seal, acknowledge and deliver any and all such assignments, deeds, contracts and other instruments as they shall think proper to transfer or convey the Trust Property or any part or parts thereof or any interest therein, or in any way relating to or

affecting the same or any part thereof, or to carry out any of the powers in this Declaration contained.

14. To hold property, real or personal, in the name or names of a nominee or nominees, who or which may be one or more natural or corporate persons, and, as to shares of stock, evidences of indebtedness or other certificates or securities, to hold the same endorsed in blank, or in street certificates, so called, or otherwise in bearer form, and in all cases without disclosure of the trusts hereunder.

15. To adopt and use a seal, but the use of a seal shall not be required for the execution of instruments or obligations of the Trust.

16. To create trusts of and from unrestricted funds or property at the disposal of the Trustees, and to fix the terms and conditions thereof.

17. To purchase and pay for out of the Trust Property insurance contracts and policies insuring the Trust Property against any and all risks and insuring the Trust and/or all or any of the Trustees, officers, employees or agents against any and all claims and liabilities of any and every nature asserted by any person arising by reason of any action alleged to have been taken or omitted by the Trust or by the Trustees, officers, employees or agents; provided, however, that no Trustee, officer, employee or agent shall be so insured for any claim, obligation or liability which shall have arisen out of or been based upon the willful malfeasance, bad faith or gross negligence of such Trustee, officer, employee or agent.

Notwithstanding anything to the contrary elsewhere in this Declaration contained, each power hereinbefore in this Declaration conferred on the Trustees shall be deemed to be so conferred for the term of their trust. As to each power which is hereinbefore in this Article defined and is applicable to the purposes of liquidation or distribution of assets, the Trustees shall have and may exercise, for such purposes, a like power from the termination of their trust until all assets thereof have been disposed of or distributed. All powers and discretions which according to this or any other Article hereof are given to the Trustees may be exercised by the Trustee or Trustees for the time being hereunder and may be exercised without application to any court for authority or permission.

ARTICLE SEVENTH: No firm, association, trust or corporation, and no transfer agent or other agent of any of them, and no purchaser from, or anyone else having any dealings (including, but not limited to, receipts of Trust Property) in good faith with, the Trustees shall (i) be responsible for the application of any money or other thing of value paid to, or in accordance with the direction of, the Trustees, or for carrying out any of the provisions of this instrument (the receipt of the Trustees being a full discharge); (ii) be under any obligation to ascertain or inquire into the power or authority of the Trustees to purchase, sell, exchange, transfer, partition, invest, lend, mortgage, pledge or otherwise encumber, lease, let, distribute, vote (including the giving of proxies), apply or otherwise in any way dispose of or deal with any of the Trust Property or to receive or make any payment, transfer, distribution or application or to execute and deliver any instrument or to take any other action of any kind taken or contemplated by the Trustees; or (iii) be under any obligation to ascertain or inquire into the reasonableness or propriety of any such action taken or contemplated by the Trustees.

Any certificate in writing executed by the Trustees or any Trustee setting forth the existence of any facts the existence of which is necessary or proper to authorize the execution of any instrument or the taking of any action by the Trustees or such Trustee shall, as to all persons acting in good faith in reliance thereon, be conclusive evidence of the truth of the statements made in such certificate and of the existence of the facts therein stated to exist.

ARTICLE EIGHTH: The Trustees shall have the power and authority, with the approval of the trustees of the Boston Plan for Excellence evidenced by an instrument in

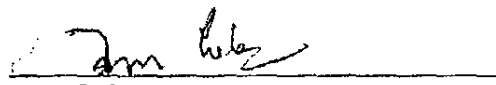
writing, to organize or cause to be organized under the laws of the Commonwealth of Massachusetts a not-for-profit corporation of any type or kind described in sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code, PROVIDED, HOWEVER, that such corporation is limited to the same uses and purposes provided herein and that the governing body of such corporation has the same powers, duties and obligations, and is subject to the same limitations, as the Trustees under the provisions of this Declaration, including the limitations contained in the foregoing Articles First, Second, Fourth and Fifth hereof. From and after the organization of such corporation, the Trustees may at any time or times transfer all or part of the Trust Property to such corporation.

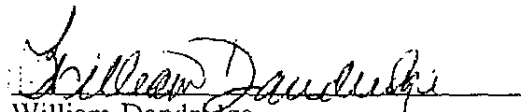
ARTICLE NINTH: This Declaration of Trust and the trusts hereby created may be amended at any time or times by a vote evidenced by an instrument in writing signed and acknowledged by two-thirds ($\frac{2}{3}$) of the Trustees then in office, PROVIDED, HOWEVER, that such amendment shall have been assented to in writing by the trustees of the Boston Plan for Excellence, and PROVIDED, FURTHER, that no amendment shall authorize the Trustees hereunder to conduct the affairs of the Trust in any manner or for any purpose which would result in loss of the Trust's federal income tax exemption under section 501(c)(3) of the Code, or any act in amendment thereof or substitution therefor, and the regulations thereunder, or in the denial of any income, estate, or gift tax charitable deduction for contributions to the Trust under sections 170(c)(2), 2055(a)(3), and 2522(a)(2) of the Code. No amendment may enlarge the powers of the Trustees to further amend the Trust beyond the power set forth herein.

ARTICLE TENTH: The validity and effect of the provisions of this Declaration of Trust shall be determined and construed in accordance with the laws of the Commonwealth of Massachusetts.

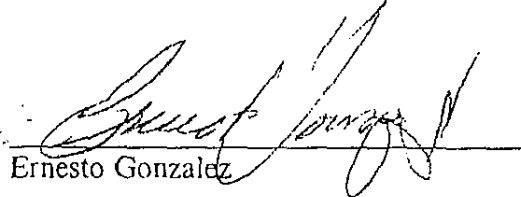
IN WITNESS WHEREOF, the undersigned, the initial Trustees hereunder, have set their hands and common seal, all hereunto and to three other instruments of like tenor and date, all as of the day and year first above written.

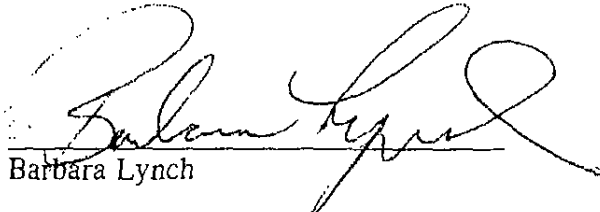

Phyllis Bagwell Cater

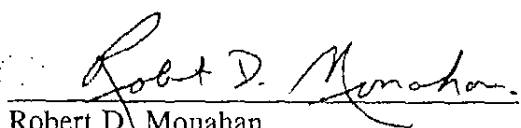

Ann Coles

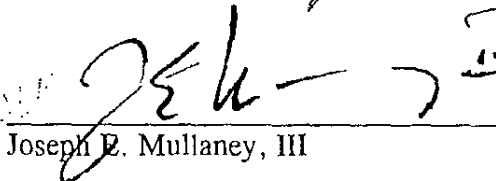

William Dandridge

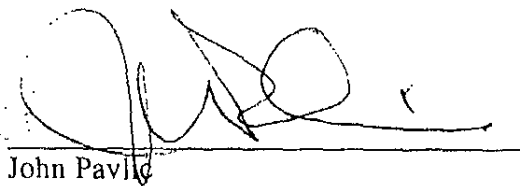

Christopher Gabrieli


Ernesto Gonzalez


Barbara Lynch


Robert D. Monahan


Joseph E. Mullaney, III


John Pavlic


Kathryn Plazak

778696v5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 7, 2001

Then personally appeared the above-named PHYLLIS BAGWELL CATER and acknowledged the foregoing instrument to be her free act and deed,

Before me,

Rosanne Kaminis
Notary Public
My commission expires: 3/1/07

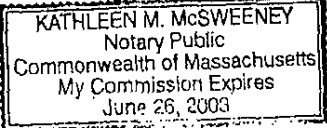
COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss

February 5th, 2001

Then personally appeared the above-named ANN COLES and acknowledged the foregoing instrument to be her free act and deed,

Before me,

Kathleen M. McSweeney
Notary Public
My commission expires: 

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 9, 2001

Then personally appeared the above-named WILLIAM DANDRIDGE and acknowledged the foregoing instrument to be his free act and deed,

Before me,

Rosanne Kaminis
Notary Public
My commission expires: 3/1/07

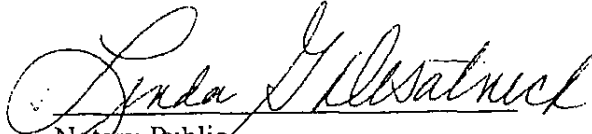
COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 7, 2001

Then personally appeared the above-named CHRISTOPHER GABRIELI and acknowledged the foregoing instrument to be his free act and deed,

Before me,


Notary Public
My commission expires: 6/12/03


COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 6, 2001

Then personally appeared the above-named ERNESTO GONZALEZ and acknowledged the foregoing instrument to be his free act and deed,

Before me,


Notary Public
My commission expires: 3/1/2007


COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 5, 2001

Then personally appeared the above-named BARBARA LYNCH and acknowledged the foregoing instrument to be her free act and deed,

Before me,


Notary Public
My commission expires: October 30, 2003

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK
COUNTY, ss

FEB. 7, 2001

Then personally appeared the above-named ROBERT D. MONAHAN and acknowledged the foregoing instrument to be his free act and deed,

Before me,

Jean C. Lemoi
Notary Public
My commission expires: 1-15-04

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

February 14, 2001

Then personally appeared the above-named JOSEPH E. MULLANEY, III, and acknowledged the foregoing instrument to be his free act and deed,

Before me,

Maria L. Orlando
Notary Public
My commission expires: 9/20/07

COMMONWEALTH OF MASSACHUSETTS

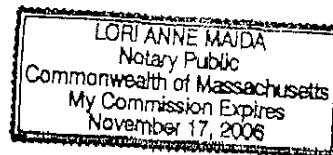
SUFFOLK
COUNTY, ss

February 13, 2001

Then personally appeared the above-named JOHN PAVLIC and acknowledged the foregoing instrument to be his free act and deed,

Before me,

Lori Anne Maida
Notary Public
My commission expires:



COMMONWEALTH OF MASSACHUSETTS

Suffolk County, ss

February 5, 2001

Then personally appeared the above-named KATHRYN PLAZAK and acknowledged the foregoing instrument to be her free act and deed,

Before me,

[Signature]
Notary Public
My commission expires: *4/26/07*