

FILING RECEIPT

ENTITY NAME: FEDERATED EMPLOYMENT AND GUIDANCE SERVICE, INC.

DOCUMENT TYPE: MERGER (DOM. NFP)
PURPOSES

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: HAYM SALOMON FOUNDATION

FILED:06/25/2004 DURATION:***** CASH#:040625000918 FILM #:040625000878

ADDRESS FOR PROCESS

EFFECT DATE

06/25/2004

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENT	AMOUNT
PROSKAUER ROSE LLP 1585 BROADWAY ROOM 2380 NEW YORK, NY 10036-8299	FILING TAX CERT COPIES HANDLING	30.00 0.00 0.00 10.00 100.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	0.00 0.00 0.00 140.00 0.00 0.00
		140.00		140.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 25, 2004



A handwritten signature in black ink, appearing to be "R. A. S.", is written over the printed title.

Secretary of State

F04062500 0 878

CSC 45
DRAW DOWN

CERTIFICATE OF MERGER
OF
HAYM SALOMON FOUNDATION
INTO
FEDERATION EMPLOYMENT AND GUIDANCE SERVICE, INC.

Pursuant to Section 904
of the
Not-for-Profit Corporation Law

THE UNDERSIGNED, Alex Gabay, being the President of Haym Salomon Foundation, and Alfred P. Miller, being the Chief Executive Officer of Federation Employment and Guidance Service, Inc., said corporations being domestic not-for-profit corporations organized and existing under and by virtue of the laws of the State of New York, hereby certify:

I. The statements required by subparagraphs (a)(1), (2) and (4) of Section 902 of the Not-for-Profit Corporation Law, which statements pursuant to said statute were also set forth in the Agreement and Plan of Merger (the "Plan of Merger") duly adopted by the constituent corporations in this merger, are:

A. The names of the constituent corporations are Haym Salomon Foundation ("Haym Salomon") and Federation Employment and Guidance Service, Inc. ("FEGS"). Haym Salomon was formed under the name Associated Warschauer Society for the Aged, Inc. FEGS was formed under the name Federation Employment Service, Inc. The name of the surviving corporation will be Federation Employment and Guidance Service, Inc.

B. FEGS is not a membership corporation. Haym Salomon is a membership corporation, with FEGS as its sole member. Neither Haym Salomon nor FEGS has outstanding any certificates evidencing capital contributions or subventions.

C. The amendments to the Certificate of Incorporation of the surviving corporation which are to be effected by the merger are as follows:

PARAGRAPH TWO which sets forth the purposes of the Corporation has been amended. The restated and amended text of PARAGRAPH TWO is as follows:

"2. The purposes for which the Corporation is formed are to render the following services and provide the following facilities and assistance, for the total community while serving the needs of Jews:

(a) to foster, promote, improve and increase the opportunities for employment and to assist and advise those who seek employment and to conduct economic development services, educational services, educational support services, other related educational services, comprehensive employment support services, including day care, parental counseling and related services and Trades and Business School operations;

(b) to provide vocational adjustment services, including job placement services, individual and group educational and vocational guidance and rehabilitation and psychological testing;

(c) to operate health-related programs, out-patient facilities and clinics, residences and group homes for mentally disabled persons, including persons who are mentally ill, mentally retarded or developmentally disabled, as such terms are defined or used in the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto, as each may be amended from time to time, and to operate health-related programs for disabled persons generally, including persons physically disabled, socially handicapped and/or economically disadvantaged;

(d) to operate home maker, home care family, home attendant and managed care services;

(e) to operate a substance abuse program within the meaning of Articles 1 and 23 of the Mental Hygiene Law and the Rules and Regulations adopted pursuant thereto, as each may be amended from time to time, which shall require as a condition precedent before engaging in the conduct of any such program a certificate of approval from the New York State Office of Alcoholism and Substance Abuse Services;

(f) to provide permanent housing to economically disadvantaged persons and mentally disabled persons, including persons who are mentally ill, mentally retarded or developmentally disabled;

(g) to improve the quality of life of individuals, young and old, including persons with disabilities, through art;

(h) to receive, purchase, take and otherwise acquire and hold, use, dispose of and replace property, both real and personal, and apply the same to the foregoing purposes and objectives of the Corporation; and

(i) to conduct research, guidance, placement, publication, solicitation, fundraising, awarding of grants and other activities as may be deemed necessary or appropriate in furtherance of the foregoing purposes and objectives of the Corporation.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in section 404(b) through (p), (r) through (t) and (v) of the Not-For-Profit Corporation Law, or Social Services Law section 460-a of the State of New York."

II. The effective date of the merger shall be the date of filing of this Certificate.

III. The Certificate of Incorporation of Haym Salomon was filed by the Department of State on January 31, 1925. The Certificate of Incorporation of FECS was filed by the Department of State on November 26, 1934.

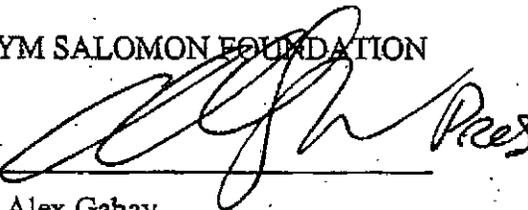
IV. The merger of Haym Salomon into FECS was authorized by FECS as required by Section 903 of the Not-for-Profit Corporation Law by the Board of Directors of FECS, there being no members entitled to vote, pursuant to Section 902 of the Not-for-Profit Corporation Law.

The merger of Haym Salomon into FECS was authorized by Haym Salomon as required by Section 903 of the Not-for-Profit Corporation Law by the Board of Directors of Haym Salomon, and by FECS as the sole member of Haym Salomon pursuant to Section 902 of the Not-for-Profit Corporation Law.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have, on behalf of each constituent corporation, subscribed this certificate and hereby affirm it as true under the penalties of perjury this 2nd day of June 2004.

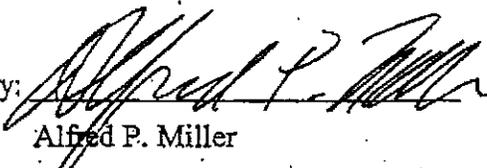
HAYM SALOMON FOUNDATION

By: 

Alex Gabay

President

FEDERATION EMPLOYMENT AND GUIDANCE SERVICE, INC.

By: 

Alfred P. Miller

Chief Executive Officer

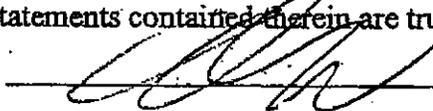
VERIFICATION

STATE OF NEW YORK)

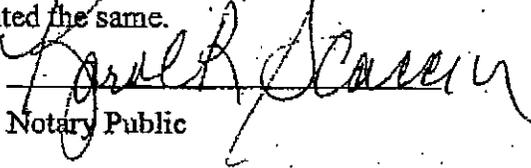
: SS.:

COUNTY OF NEW YORK)

Alex Gabay, President of Haym Salomon Foundation, being duly sworn, deposes and says that he is the person described in and who executed the foregoing certificate, that he has read the same and knows the contents thereof and that the statements contained therein are true.



On 6/2/04, 2004 before me personally came Alex Gabay, to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he executed the same.



Notary Public

KAROL R. SCACCIA
Notary Public, State of New York
No. 4644034
Qualified in Kings County
Commission Expires November 30, 2008

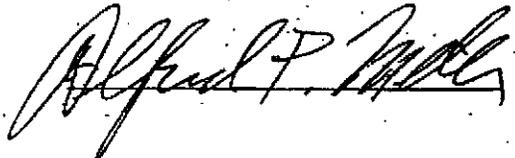
VERIFICATION

STATE OF NEW YORK)

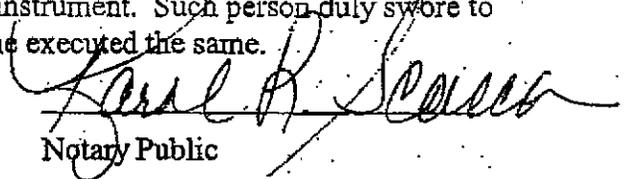
: : SS.:

COUNTY OF NEW YORK)

Alfred P. Miller, Chief Executive Officer of Federation Employment and Guidance Service, Inc., being duly sworn, deposes and says that he is the person described in and who executed the foregoing certificate, that he has read the same and knows the contents thereof and that the statements contained therein are true.



On 6/2/04, 2004 before me personally came Alfred P. Miller, to me known to be the person described in and who executed the foregoing instrument. Such person duly swore to such instrument before me and duly acknowledged that he executed the same.



Notary Public

KAROL R. SCACCIA
Notary Public, State of New York
No. 4644034
Qualified in Kings County
Commission Expires November 30, 2005

Order Approving Plan of Merger and
Authorizing the Filing of the Certificate of Merger

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

PRESENT:

WILLIAM P. McCOOE

HON. _____

Justice

At an Ex Parte Term, Part _____
of the Supreme Court of the
State of New York, held in and for
the County of New York, at the Courthouse thereof,
located at 60 Centre Street, New York, New York,
on the 15th day of June 2004.

FILED
JUN 15 2004
NEW YORK
COUNTY CLERK'S OFFICE

JUN 15 2004

In the Matter of the Application of Haym Salomon Foundation)
and Federation Employment and Guidance Service, Inc. for)
an order approving their Plan of Merger under Section 907 of)
the Not-for-Profit Corporation Law and authorizing the filing)
of the Certificate of Merger under Section 904 of said Law.)

ORDER,

Index No. 04/107119

FILED
JUN 15 2004
NEW YORK
COUNTY CLERK'S OFFICE

Haym Salomon Foundation ("Haym Salomon") and Federation Employment and Guidance Service, Inc. ("FEGS") having duly made joint application for an order, pursuant to Section 907 of the Not-for-Profit Corporation Law, approving the plan of merger of said corporations and authorizing the filing of a certificate of merger in accordance with Section 904 of the Not-for-Profit Corporation Law, and said application having regularly come on to be heard.

Now upon reading the joint affidavit of Alex Gabay, President of Haym Salomon, and Alfred P. Miller, Chief Executive Officer of FEGS, sworn to on October 22, 2003 (the "Joint Affidavit"), and the plan of merger, as set forth in the Agreement and Plan of Merger between Haym Salomon and FEGS attached as Exhibit A to the Joint Affidavit, and the Certificate of Merger of said corporation under Section 904 of the Not-for-Profit Corporation Law attached as Exhibit B to the Agreement and Plan of Merger between Haym Salomon and FEGS, all in

support of the application, after the applicants having obtained all necessary consents and approvals to file the Certificate of Merger required pursuant to Not-for-Profit Corporation Law Sections 909 and 404, which consents and approvals are attached hereto as Exhibit C, and after the applicants having obtained the consent of the Attorney General of the State of New York, which consent is attached hereto as Exhibit D, and after hearing the applicants in support of the application, and after due deliberation having been held thereon and it appearing that the interests of the constituent corporations and the public interest will not be adversely affected by the proposed merger,

Now, upon joint application of Alex Gabay and Alfred P. Miller, President of Haym Salomon and Chief Executive Officer of FECS, respectively, for the applicants, it is

ORDERED, that the aforesaid plan of merger as set forth in the Agreement and Plan of Merger between Haym Salomon and FECS be and the same hereby is approved, and it is further

ORDERED, that the aforesaid Certificate of Merger is authorized to be filed by the Department of State in accordance with Section 904 of the Not-for-Profit Corporation Law, to which certificate a certified copy of this order shall be annexed, and it is further

ORDERED, that a copy of this signed Order Approving Plan of Merger and Authorizing the Filing of the Certificate of Merger as well as a copy of the filed Certificate of Merger, shall be submitted to the Charities Bureau of the Attorney General's office.

Enter,

[Signature]
Justice of the Supreme Court
of the State of New York

WILLIAM P. McCOOE

N# 167092

STATE OF NEW YORK,
COUNTY OF NEW YORK, SS:
I, NORMAN GOODMAN,
COUNTY CLERK AND CLERK
OF THE SUPREME COURT,
NEW YORK COUNTY,
DO HEREBY CERTIFY ON

JUN 15 2004

THAT I HAVE COMPARED THIS
COPY WITH THE ORIGINAL
FILED IN MY OFFICE ON *6/15/04*

THE ATTORNEY GENERAL'S OFFICE APPEARS HEREIN,
HAS NO OBJECTION TO THE GRANTING OF
JUDICIAL AID IN THIS MATTER. I ACKNOWLEDGE
RECEIPT OF THIS NOTICE AND DEMANDS
SERVICE OF ALL PAPERS SUBMITTED HEREIN
INCLUDING ALL ORDERS, JUDGMENTS AND
ENDORSEMENTS OF THE COURT. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE MATTER
TO THE COURT WITHIN 30 DAYS HEREAFTER.

[Signature]
ASSISTANT ATTORNEY GENERAL
OFFICE OF THE ATTORNEY GENERAL
STATE OF NEW YORK COUNTY

FACSIMILE SIGNATURE USED
PURSUANT TO SEC. 903,
CORPORATION LAW.

FEE PAID

6-9-04
DATE

FILED
JUN 15 2004
NEW YORK
COUNTY CLERK'S OFFICE

The  State of New York
 University of the Education Department

STATE OF NEW YORK:

: ss.:

COUNTY OF ALBANY:

In accordance with the provisions of section 904 of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the attached certificate of merger of Haym Salomon Foundation and Federation Employment and Guidance Service, Inc. into Federation Employment and Guidance Service, Inc., and the name of surviving corporation shall be Federation Employment and Guidance Service, Inc.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 27th day of January, 2004.

Richard P. Mills
 Commissioner of Education

By: 
 Richard L. Nabozny
 Senior Attorney



This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.



STATE OF NEW YORK
OFFICE OF MENTAL HEALTH
ALBANY, NEW YORK

KNOW ALL PERSONS BY THESE PRESENTS;

Pursuant to the provisions of Sections 31.22 and 31.23 of the Mental Hygiene Law and Section 909 and subdivision (q) of Section 404 of the Not-for-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Merger of

Haym Salomon Foundation

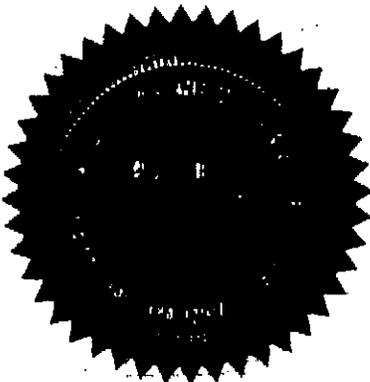
into

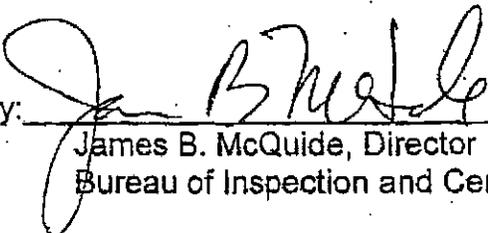
Federation Employment and Guidance Service, Inc.

This approval shall not be construed as an authorization for the corporation to engage in any activity for which the provisions of Article 31 of the Mental Hygiene Law require an Operating Certificate issued by the Office of Mental Health unless said corporation has been issued such Operating Certificate; nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 31 of such law and the regulations promulgated thereunder for the issuance of said Operating Certificate.

IN WITNESS THEREOF this instrument is executed and the Seal of the State Department of Mental Hygiene is affixed this 23rd day January, 2004

Sharon Carpinello, RN, PhD
Acting Commissioner



By: 
James B. McQuide, Director
Bureau of Inspection and Certification



NEW YORK STATE
OFFICE OF ALCOHOLISM
AND
SUBSTANCE ABUSE SERVICES
1450 Western Avenue
Albany, New York 12203-3526

William A. Gorman, Ph.D.
Commissioner

Neil C. Grogin
Associate Commissioner

March 1, 2004

Ms. Rachael Wilgoren
Associate, Health Care Department
Proskauer Rose LLP
1585 Broadway
New York, New York 10036-8299

Re: Proposed Certificate of Merger of Hazm Salomon Foundation merging into
Federation Employment and Guidance Service, Inc.

Dear Ms. Wilgoren:

The enclosed proposed Certificate of Merger has been reviewed by the Office of Alcoholism and Substance Abuse Services (OASAS). Since neither corporation are OASAS certified providers, the consent of (OASAS) is not required.

For your information, if alcoholism, substance abuse and/or chemical dependence services were to be provided directly by the surviving Corporation, pursuant to Article 32 of the Mental Hygiene Law, approval of an OASAS operating certificate and incorporation papers would be required.

Sincerely,

Elliott Lefkowitz

Elliott Lefkowitz
Certification Bureau Director

Enclosure

cc: (wo/enc.) Neil C. Grogin
Mark Boss
Maureen McCann

George E. Pataki
Governor

Thomas A. Maul
Commissioner



STATE OF NEW YORK
OFFICE OF MENTAL RETARDATION AND DEVELOPMENTAL DISABILITIES
75 MORTON STREET
NEW YORK, N.Y. 10014-5798

KNOW ALL PERSONS BY THESE PRESENTS:

Pursuant to the provisions of Article 16 of the Mental Hygiene Law and Article 9 of the Not-for-Profit Corporation Law, approval is hereby given to the filing of the Certificate of Merger of Federation Employment and Guidance Service, Inc. and Haym Salomon Foundation into Federation Employment and Guidance Service, Inc.

This approval shall not be construed as an authorization for the corporation to engage in any activity for which the provisions of Article 16 of the Mental Hygiene Law require an Operating Certificate to be issued by the Office of Mental Retardation and Developmental Disabilities nor shall it be construed to eliminate the need for the said corporation to meet any and all of the requirements and conditions precedent set forth in Article 16 of the Mental Hygiene Law and the regulations promulgated there under for the issuance of said Operating Certificate.

IN WITNESS WHEREOF this instrument is executed this 1st day of April in the year 2004.

Thomas A. Maul
Commissioner

BY:

Kathleen M. Broderick
Kathleen M. Broderick
Associate Commissioner
Office of Mental Retardation and
Developmental Disabilities

New York City Regional Office
Tel: 212-229-3231 Fax: 212-229-3284

Bureau of Program Certification
Tel: 212-229-3350 Fax: 212-229-3352

New York City Revenue Support
Tel: 212-229-3343 Fax: 212-229-3095

AGREEMENT AND PLAN OF MERGER

BETWEEN

FEDERATION EMPLOYMENT AND GUIDANCE SERVICE, INC.

AND

HAYM SALOMON FOUNDATION

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 THE MERGER	2
Section 1.1 The Merger.....	2
Section 1.2 Procedure for the Merger.....	2
ARTICLE 2 CONDITIONS TO COMPLETION OF THE MERGER	4
Section 2.1 Conditions for Haym Salomon.....	4
Section 2.2 Conditions for FECS.....	4
Section 2.3 Conditions of Each Constituent Corporation.....	5
ARTICLE 3 EFFECT OF THE MERGER	6
Section 3.1 General.....	6
Section 3.2 Name of Surviving Corporation.....	6
Section 3.3 Organizational Documents.....	6
Section 3.4 Board of Directors.....	6
Section 3.5 Officers.....	7
Section 3.6 Rights, Privileges and Immunities, Etc.....	7
Section 3.7 Properties.....	7
Section 3.8 Liabilities and Obligations.....	7
ARTICLE 4 OPERATION OF HAYM SALOMON PENDING THE MERGER	7
Section 4.1 Conduct of Affairs.....	7
Section 4.2 Monthly Financial Statements.....	9
Section 4.3 Existing Commitments.....	9
ARTICLE 5 ADDITIONAL AGREEMENTS	10
Section 5.2 Cooperation to Effect the Merger.....	11
Section 5.3 Further Assurances.....	11
Section 5.4 No Director Liability.....	12
ARTICLE 6 CLOSING	12
Section 6.1 Closing.....	12
ARTICLE 7 TERMINATION OR AMENDMENT	13
Section 7.1 Termination.....	13

Section 7.2 Amendment, Modification and Waiver 14

ARTICLE 8 REPRESENTATIONS AND WARRANTIES OF HAYM SALOMON 14

Section 8.1 Authority of Haym Salomon..... 14

Section 8.2 Governmental Approvals 14

Section 8.3 No Breach, No Liens..... 15

Section 8.5 Financial Statements 16

Section 8.6 Properties, Assets and Liabilities 17

Section 8.8 Litigation..... 18

Section 8.9 Patents, Trademarks and Copyrights 19

Section 8.10 Insurance 19

Section 8.11 Certain Agreements 19

Section 8.12 Leases 19

Section 8.13 Employees..... 20

Section 8.14 Directors and Members..... 20

Section 8.15 Tax and Related Matters 20

Section 8.16 Material Adverse Change 21

Section 8.17 Governmental Filings..... 21

ARTICLE 9 REPRESENTATIONS AND WARRANTIES OF FECS 21

Section 9.1 Authority of FECS..... 21

Section 9.2 Governmental Approvals 21

Section 9.3 No Breach, No Liens..... 22

Section 9.4 Organization of FECS..... 22

Section 9.5 Financial Statements 22

Section 9.6 Properties, Assets and Liabilities 23

ARTICLE 10 GENERAL PROVISIONS 23

Section 10.1 Notices 23

Section 10.2 Non-survival of Representations and Warranties 24

Section 10.3 Captions; Counterparts..... 24

Section 10.4 Entire Agreement; No Third Party Beneficiaries..... 24

Section 10.5 Governing Law 25

Section 10.7 Interpretation..... 25

THIS AGREEMENT AND PLAN OF MERGER dated as of October 22, 2003, is between FEDERATION EMPLOYMENT AND GUIDANCE SERVICE, INC., a New York not-for-profit corporation which also conducts operations under the names “F•E•G•S” and/or “FEGS Health and Human Services System” (sometimes hereinafter referred to as “FEGS” or the “surviving corporation”) and HAYM SALOMON FOUNDATION, a New York not-for-profit corporation (“Haym Salomon”), (FEGS and Haym Salomon are sometimes hereinafter each referred to as a “Constituent Corporation” and together referred to as the “Constituent Corporations”).

WHEREAS, each of the Constituent Corporations was organized as a not-for-profit corporation with charitable purposes; and

WHEREAS, the Board of Directors of each of the Constituent Corporations believes, recognizes and acknowledges the benefits and efficiencies to be achieved by merging Haym Salomon into FEGS (the “proposed merger”) as well as the public interest to be served by the proposed merger; and

WHEREAS, FEGS was incorporated on November 26, 1934, under the name Federation Employment Service, Inc., and is a corporation without members; and

WHEREAS, Haym Salomon was incorporated on January 31, 1925, under the name Associated Warschauer Society for the Aged, Inc., and is a corporation, the sole member of which is FEGS; and

WHEREAS, the Constituent Corporations desire to set forth the terms and conditions of the proposed merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, the Constituent Corporations agree as follows:

ARTICLE 1

THE MERGER

Section 1.1 The Merger. Haym Salomon shall be merged into FECS (the "Merger") at the Effective Time (as defined below), subject to the provisions of this Agreement and Plan of Merger (this "Agreement"). The Effective Time of the Merger (the "Effective Time") shall be the close of business at the Effective Time set forth in the Certificate of Merger ("Certificate of Merger") filed by the Department of State of the State of New York (the "Department of State").

Section 1.2 Procedure for the Merger. Upon satisfaction of the conditions set forth in Article 2 below, the following shall occur:

a. Haym Salomon shall execute, verify and deliver to FECS, and FECS shall execute and verify a Certificate of Merger substantially in the form attached as Exhibit "A" hereto.

b. FECS and Haym Salomon shall, in accordance with the provisions of the New York Not-for-Profit Corporation Law (the "N-PCL"), obtain all required approvals and consents under the N-PCL; FECS shall obtain all of the approvals and consents listed on Schedule 1 hereto; and Haym Salomon shall obtain all of the approvals and consents listed on Schedule 2 hereto.

ARTICLE 5**ADDITIONAL AGREEMENTS****Section 5.1 Creation and Management of Haym Salomon Division**

of FECS.

a. Creation. The Haym Salomon name will be continued through the establishment, as of the Effective Time, of the Haym Salomon Division of FECS (the “Division”). The Division will be dedicated to improving people’s quality of life through the development of innovative and meaningful art initiatives, programs and grants to the community, and will be a center for arts initiatives within FECS. As appropriate, at the reasonable discretion of the Management or the Board of Directors of FECS, resources of FECS existing art initiatives and programs will be integrated into the Division.

b. Management. As an operating division of FECS, control and oversight of the Division will be the responsibility of the Board and management of FECS in the normal course. The Haym Salomon Division Advisory Board (the “Advisory Board”) will be created by FECS to provide non-binding advice and input to FECS regarding the activities of the Division. The initial membership of the Advisory Board will consist of the individuals named in Schedule 7. The Advisory Board will engage in fundraising activities and be actively involved in promoting and supporting the mission of the Division.

c. Finances.

(1) Creation of Haym Salomon Division Board-Designated Fund. At the Effective Time, the cash and cash equivalent assets of Haym Salomon as of immediately prior to the Effective Time shall be credited to the Haym Salomon Division Board-

Designated Fund (the "HS Fund"), a fund separately maintained on the books and records of FECS. The principal of, and any earnings thereon, including without limitation, interest on the HS Fund, shall be available for use in Division programs in the normal course.

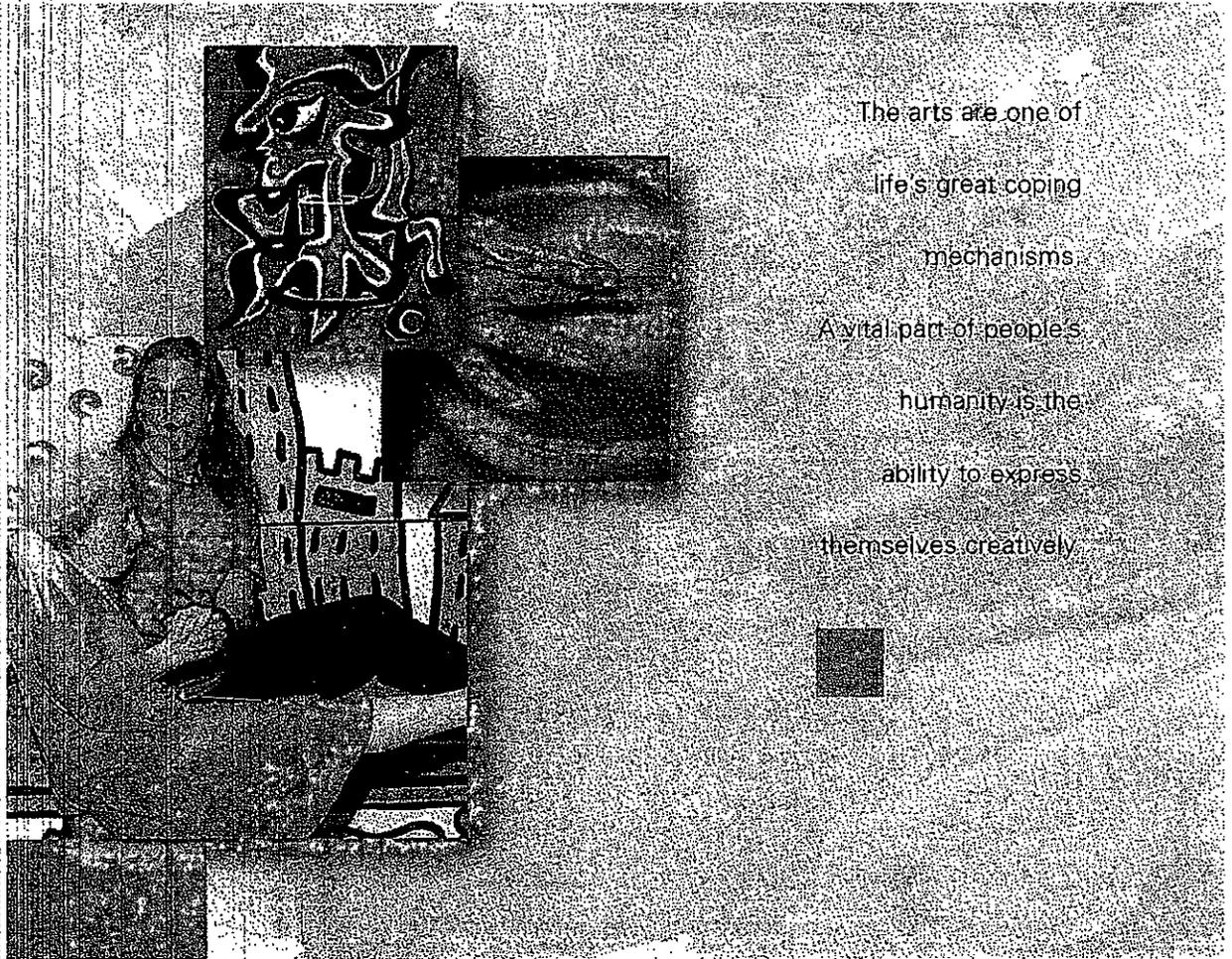
(2) Payment of Haym Salomon Existing Commitments. Any expenditures required to satisfy the Haym Salomon Existing Commitments shall be made from the HS Fund.

(3) Newly Raised Funds. Any newly raised funds specifically designated by the donor or FECS to support the Division shall be credited to the HS Fund unless the express terms of any agreements with respect to any funds so raised otherwise require.

Section 5.2 Cooperation to Effect the Merger. Each of the Constituent Corporations shall use its best efforts and take all reasonable actions (a) necessary or appropriate to effectuate the Merger contemplated herein, including, but not limited to, initiating, preparing, obtaining, exchanging and/or executing all necessary documents, financial statements, court orders, consultant contracts, applications for assignment, authorizations, consents, transfers, exemptions or Governmental Approvals (as defined above), and (b) to comply promptly with all Legal Requirements (as defined below) which may be imposed with respect to the Merger (including any filings with governmental entities or third parties) and to promptly cooperate with and furnish information (to the extent reasonably available) to the other Constituent Corporation in connection with any such Legal Requirements.

Section 5.3 Further Assurances. In case at any time after the Effective Time any further action is necessary or desirable to comply with or carry out the purposes of this Agreement or to confirm or vest FECS with full title to all properties, assets,

The Haym Salomon Division of the Arts



The arts are one of
life's great coping
mechanisms.
A vital part of people's
humanity is the
ability to express
themselves creatively.

F·E·G·S
HEALTH AND HUMAN SERVICES SYSTEM

The Haym Salomon Division of the Arts

Enhancing the Quality, Purpose, and Beauty of Life

The arts have a unique capacity to inspire, enrich, and enhance people's lives. The art experience and its life-changing effects can influence individuals of all ages with a broad range of abilities and personal challenges.

Through the arts — drama, dance, painting, poetry, photography, and other artistic mediums — participants in F-E-G-S programs gain self-awareness, learn to cope more effectively with the world around them, and develop a greater sense of independence and dignity. The new Haym Salomon Division of the Arts was created to coordinate, unify, and expand these efforts at F-E-G-S.

Our Mission - A Palette for Artful Expression

The mission of the new Haym Salomon Division of the Arts is to utilize the arts as a medium for enhancing the quality, purpose, and beauty of life for all individuals. Our goals include:

- Creating a rich array of art initiatives and cultural experiences for F-E-G-S program participants and expanding those opportunities to the broader community;
- Developing opportunities for arts professionals to teach and mentor through artist residencies;
- Seeking financial support for innovative models of arts programming for individuals of all ages, disabilities, and abilities.

The Division's programs currently include:

Dignity Through Art

The Dignity Through Art program seeks to break down preconceived notions about the artistic capabilities of people with disabilities. It provides a unique venue for education, training, and creative expression, and for the exhibition and sale of art from which F-E-G-S has designed unique art posters, also available for purchase. *Dignity Through Art*, which began as a way for F-E-G-S to display client art in its own facilities, has grown into a wonderful venue that brings these exciting works to a wider audience.

Artist Residencies

Artist residencies bring outstanding artists to work creatively with consumers throughout the F-E-G-S community. Arts professionals teach and mentor program participants in all artistic mediums: acting, writing, photography, dancing and music. Residencies culminate in completed art works that are presented to the public in galleries, theaters, and other settings. The artist residency benefits the contributing artist, consumers, F-E-G-S staff, and the general public. For the artist, the residency can be an inspiring opportunity to work in an entirely new community and to share their vision and skills. Consumers are often inspired to go beyond their familiar limits.

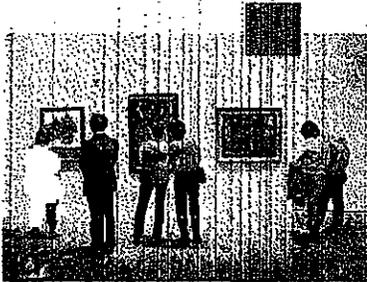


The Haym Salomon Division of the Arts

Enhancing the Quality, Purpose, and Beauty of Life

Roots&Branches Theater

The *Roots&Branches Theatre* began more than a decade ago as an independent, intergenerational, community-based theater group. Founded by Arthur Strimling, actor and author, *Roots&Branches* creates original theater pieces performed by older adults, some into their 90s, and young actors, many from New York University's Tisch School of the Arts and other colleges. Its goal is to build community at several levels: for the company itself; for the elderly and those in the many professions that serve them; for young people; and for the general public. Theater pieces performed for audiences at community centers, residential facilities, and for the public, strengthen bonds from generation to generation through the voice of the theater.



A Brief History of The Haym Salomon Division of the Arts

*The Haym Salomon Division
of the Arts honors the life
and work of Haym Salomon,
an 18th-century Polish
immigrant who joined
the Sons of Liberty and
became a hero in
the American Revolution.*

*In his honor, the Haym
Salomon Home for the Aged was
established in New York City
in 1924. The home was sold in
1991 and the Haym Salomon
Foundation was created. In 2004,
the foundation was merged into
F·E·G·S, to create the Haym
Salomon Division of the Arts.*

F·E·G·S Haym Salomon Arts Awards Competition

The Competition was created as a way to celebrate the outstanding achievements of individual artists and to acknowledge creative arts programs run by nonprofit organizations in the New York metropolitan area. Cash awards go to the winning artists, who also receive a specially cast Haym Salomon medallion and are named Haym Salomon Fellows. The agencies sponsoring the award winners also receive a cash award. In creating this Competition, F·E·G·S proudly recognizes the importance of the arts in our work, and celebrates the unique talents of individuals. It also acknowledges the commitment of organizations that provide vital creative arts programs to those who face life challenges, ranging from mental illness, to aging, to developmental and other disabilities.

F·E·G·S - Creating Opportunities for People and Business

The Haym Salomon Division of the Arts is part of F·E·G·S Health and Human Services System, one of the largest health, education and social services organizations in the United States. F·E·G·S has been creating opportunities for individuals and business since 1934. We are a vital resource to some 100,000 people each year — 10,000 people each day, providing a broad network of health, career planning, training, welfare to work, family services, education/youth development, behavioral health, residential, vocational rehabilitation, work services, developmental disabilities, employment, economic development and home care services. Our mission is to help each person achieve greater independence at work, at home, and in the community, through the provision of high-quality, cost-efficient services that meet the ever-changing needs of business and our society. ■

F.E.G.S. Health and Human Services System

Stuart Oltschick
President

Joseph Stein, Jr.
Chairman

Gail A. Magaliff
Chief Executive Officer

Haym Salomon Division of the Arts

BOARD COMMITTEE

Allen Greenberg
Chair
Allen Alter
Alex Gabay
Howard Lichtenstein
Patricia Silverstein
Joseph Stein, Jr.

F.E.G.S. STAFF

Gail Magaliff
Chief Executive Officer
Ira Machowsky
Chief Executive Officer
Jonas Waizer, Ph.D.
Chief Operating Officer
Esther Ann Asch
Vice President
Community & Foundation Relations
Marvin Sperling
Vice President
Communications/Media Services
Arthur Strimling
Director
Haym Salomon Division of the Arts
Megwyn Sanders-Andrews
Coordinator
Haym Salomon Division of the Arts

ADVISORY COMMITTEE

Allen Greenberg
Chair
Barbara Barrie
Ann Davis Basting
Margo Berk-Levine
Joy M. Berlin
Bernard Bierman
Judith Daykin
Rubin Fetziger, Esq.
Pamela Fingerhut
Alex Gabay
Patricia Gabay
Herbert Greenberg
Rita Jacobs
Edward Lieberstein
Margaret Mathews-Berenson
Karen Meyerhoff
Julie Miller
Jack Most
Lawrence Orenstein
Andy Peck
Yancey Richardson
Ronald F. Ries, CPA
Diane Samuels
Bob Wolf



Executive Offices
315 Hudson Street
New York, NY 10013
TEL: 212.366.8400
FAX: 212.366.8441
www.fgs.org

Long Island Services Administrative Offices
6900 Jericho Turnpike
Syosset, NY 11791
TEL: 516.496.7550
FAX: 516.496.9156
E-MAIL: fgs-li@fgs.org

A beneficiary of
UJA Federation
of New York