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Extended to November 15, 2016
Return of Private Foundation

2015

For calendar year 2015 or tax year beginning

, and ending

► Do not enter social security numbers on this form as it may be made public.
 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Name of foundation

The Forman S. Acton Educational Foundation, Inc.

A Employer identification number

47-1997891

Number and street (or P O box number if mail is not delivered to street address)

c/o Mercadien PC CPAs PO Box 7648

Room/suite

B Telephone number

844-436-7626

City or town, state or province, country, and ZIP or foreign postal code

Princeton, NJ 08543-7648

C If exemption application is pending, check here ►

G Check all that apply.

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ►

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method: Cash Accrual Other (specify) _____

► \$ 25,037,339. (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	25,531,874.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3	4 Dividends and interest from securities	115.	115.		Statement 1
5a	Gross rents	413,224.	413,224.		Statement 2
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-368,034.			
b	Gross sales price for all assets on line 6a	365,647.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	208.	0.		Statement 3
12	Total Add lines 1 through 11	25,577,387.	413,339.		
13	Compensation of officers, directors, trustees, Stmt 14	363,853.	15,987.		347,866.
14	Other employee salaries and wages Stmt 14	121,090.	1,459.		119,631.
15	Pension plans, employee benefits Stmt 14	4,967.	187.		4,780.
16a	Legal fees Stmt 4	34,935.	0.		34,935.
b	Accounting fees Stmt 5	17,800.	4,450.		13,350.
c	Other professional fees Stmt 6	32,362.	0.		32,363.
17	Interest				
18	Taxes Stmt 7	70,000.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	22,287.	0.		22,287.
22	Printing and publications				
23	Other expenses Stmt 8	28,186.	12,283.		15,801.
24	Total operating and administrative expenses Add lines 13 through 23	695,480.	34,366.		591,013.
25	Contributions, gifts, grants paid	445,547.			445,547.
26	Total expenses and disbursements Add lines 24 and 25	1,141,027.	34,366.		1,036,560.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	24,436,360.			
b	Net investment income (if negative, enter -0-)		378,973.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	Part II Balance Sheets	Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
1	Cash - non-interest-bearing						
2	Savings and temporary cash investments		61,491.	1,524,526.	1,524,526.		
3	Accounts receivable ►						
	Less: allowance for doubtful accounts ►						
4	Pledges receivable ►						
	Less: allowance for doubtful accounts ►						
5	Grants receivable						
6	Receivables due from officers, directors, trustees, and other disqualified persons						
7	Other notes and loans receivable ►						
	Less: allowance for doubtful accounts ►						
8	Inventories for sale or use						
9	Prepaid expenses and deferred charges						
10a	Investments - U.S. and state government obligations Stmt 9	0.	1,209,937.	1,209,937.			
b	Investments - corporate stock Stmt 10	0.	22,302,876.	22,302,876.			
c	Investments - corporate bonds						
11	Investments - land, buildings, and equipment basis ►						
	Less accumulated depreciation ►						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis ►						
	Less accumulated depreciation ►						
15	Other assets (describe ► Deposits)	87,374.		0.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		148,865.	25,037,339.	25,037,339.		
Liabilities							
17	Accounts payable and accrued expenses			25,089.			
18	Grants payable						
19	Deferred revenue						
20	Loans from officers, directors, trustees, and other disqualified persons						
21	Mortgages and other notes payable						
22	Other liabilities (describe ►)						
23	Total liabilities (add lines 17 through 22)		0.	25,089.			
Net Assets or Fund Balances							
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31						
25	Unrestricted		148,865.	25,012,250.			
26	Temporarily restricted						
27	Permanently restricted						
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31						
29	Capital stock, trust principal, or current funds						
30	Paid-in or capital surplus, or land, bldg., and equipment fund						
31	Retained earnings, accumulated income, endowment, or other funds						
	30 Total net assets or fund balances		148,865.	25,012,250.			
	31 Total liabilities and net assets/fund balances		148,865.	25,037,339.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	148,865.
2	Enter amount from Part I, line 27a	2	24,436,360.
3	Other increases not included in line 2 (itemize) ► <u>Unrealized gain</u>	3	768,208.
4	Add lines 1, 2, and 3	4	25,353,433.
5	Decreases not included in line 2 (itemize) ► <u>Book to tax net asset adjustment</u>	5	341,183.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,012,250.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	See Attached Statement				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	365,647.	733,681.	-368,034.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			-368,034.		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-368,034.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	90,925.	105,741.	.859884
2013			
2012			
2011			
2010			
2 Total of line 1, column (d)			2 .859884
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .859884
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 5,977,223.
5 Multiply line 4 by line 3			5 5,139,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,790.
7 Add lines 5 and 6			7 5,143,508.
8 Enter qualifying distributions from Part XII, line 4			8 1,036,560.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ►

6a	36,463.
6b	
6c	
6d	

7	36,463.
8	
9	
10	28,884.
11	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NJ

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
N/A		
6	X	
7	X	
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.formanscholars.org	13	X
14 The books are in care of ► The Forman S. Acton Educational Fou Telephone no. ► 844-436-7626 Located at ► c/o Mercadien PC CPAs 3625 Quakerbridge Rd, Merce ZIP+4 ► 08619		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	N/A	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4a	X
	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b X

N/A Yes No

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
William Wilson- see stmt 14 11 South Road, Readfield, ME 04355	Scholarship Director 40.00	0.	0.	0.
Total number of other employees paid over \$50,000		► 0		

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Syntiro - see stmt 14	Management fee and	
11 South Road, Readfield, ME 04355	payroll services	489,910.

Total number of others receiving over \$50,000 for professional services

◀ 0

Part IX-A | Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1		
	See Statement 12	920,733.
2	Scholarships to Salem School District high school graduates attending higher education and related programmatic expenses.	50,827.
3	Grant to the United Way of Salem County for Acton Achievers Early Education Computer Lab.	65,000.
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the five largest program-related investments made by the foundation during the last year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		►
		0.

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Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	5,058,744.
b Average of monthly cash balances	1b	1,009,503.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	6,068,247.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,068,247.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,024.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,977,223.
6 Minimum investment return Enter 5% of line 5	6	298,861.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	298,861.
2a Tax on investment income for 2015 from Part VI, line 5	2a	7,579.
b Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	7,579.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	291,282.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	291,282.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	291,282.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,036,560.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,036,560.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,036,560.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				291,282.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014	90,925.			
f Total of lines 3a through e	90,925.			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ 1,036,560.			0.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			291,282.
d Applied to 2015 distributable amount	745,278.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	836,203.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	836,203.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	90,925.			
e Excess from 2015	745,278.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
Department of Education, FedLoan Servicing PO Box 530210 Atlanta, GA 30353		Federal agency	The grant is awarded to students to pursue higher education in form of federal loan repayment.	5,000.
Lynchburg College 1501 Lakeside Drive Lynchburg, VA 24501		pc	The scholarship is awarded to students via the university to pursue higher education.	2,500.
Rider University 2083 Lawrenceville Road Lawrence, NJ 08648		PC	The scholarship is awarded to students via the university to pursue higher education.	4,624.
Rowan University 201 Mullica Hill Road Glassboro, NJ 08028		pc	Scholarships are awarded to students via the university to pursue higher education.	12,498.
Rutgers University- Camden 303 Cooper Street Camden, NJ 08102		pc	The scholarship is awarded to students via the university to pursue higher education.	1,250.
Total	See continuation sheet(s)			► 3a 445,547.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue.				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	115.
4 Dividends and interest from securities			14	413,224.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	-368,034.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a <u>Other Revenue</u>			01	208.
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	45,513.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	45,513.
(See worksheet in line 13 instructions to verify calculations.)				

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2015

Name of the organization

The Forman S. Acton Educational
Foundation, Inc.

Employer identification number

47-1997891

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

The Forman S. Acton Educational Foundation, Inc.

Employer identification number

47-1997891

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The Forman S. Acton Estate 107 West Broadway Salem, NJ 08079	\$ 25,531,874.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions)

Name of organization

The Forman S. Acton Educational Foundation, Inc.

Employer identification number

47-1997891

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Donated Securities	\$ 23,356,874.	12/31/15
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization

Employer identification number

The Forman S. Acton Educational Foundation, Inc.

47-1997891

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____*
Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CDK Global, Inc.	P	02/18/14	02/17/15
b	Intuitive Surgical, Inc.	P	02/18/14	02/17/15
c	Paragon Offshore PLC	P	02/18/14	02/17/15
d	Proto Labs, Inc.	P	02/18/14	02/17/15
e	Vmware, Inc. Class A	P	02/18/14	02/17/15
f	Stratasys LTD	P	02/18/14	07/08/15
g	3D Systems Corp Del New	P	02/18/14	07/08/15
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 48,402.		29,835.	18,567.
b 65,299.		56,271.	9,028.
c 8,970.		34,099.	-25,129.
d 110,734.		122,228.	-11,494.
e 16,606.		18,923.	-2,317.
f 34,482.		126,950.	-92,468.
g 81,154.		345,375.	-264,221.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			18,567.
b			9,028.
c			-25,129.
d			-11,494.
e			-2,317.
f			-92,468.
g			-264,221.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-368,034.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

The Forman S. Acton Educational
Foundation, Inc.

47-1997891

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Salem City School District 205 Walnut Street Salem, NJ 08079		Public School District	ACT prep grant; College Counseling; stipends for students attending.	109,720.
Salem City School District 205 Walnut Street Salem, NJ 08079		Public School District	ACT Prep; Rowan Summer Program; Professional Development; Odyssey of the mind; IB student's trip to the	215,000.
Salem Community College 460 Hollywood Avenue Penns Grove, NJ 08069		pc	The scholarship is awarded to students via the college to pursue higher education.	1,205.
Seton Hall University 400 S Orange Ave South Orange, NJ 07079		pc	Scholarships are awarded to students via the university to pursue higher education.	20,000.
St. Joseph's University 5600 City Avenue Philadelphia, PA 19131		PC	The scholarship is awarded to students via the university to pursue higher education.	2,500.
Stockton University 101 Vera King Farris Drive Galloway, NJ 08205		pc	The scholarship is awarded to students via the university to pursue higher education.	5,000.
Thomas College 180 River Road Waterville, ME 04901		pc	The scholarship is awarded to students via the university to pursue higher education.	1,250.
United Way of Salem County 118 Walnut Street Salem, NJ 08079		PC	Acton Achievers Computer Lab/Computer equipment for preschool.	65,000.
Total from continuation sheets				419,675.

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Salem City School District

ACT Prep; Rowan Summer Program; Professional Development; Odyssey of
the mind; IB student's trip to the IB World Conference.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest Income- Checking	115.	115.	
Total to Part I, line 3	115.	115.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Forman Acton Estate	341,183.	0.	341,183.	341,183.	
Forman Acton Portfolio	72,041.	0.	72,041.	72,041.	
To Part I, line 4	413,224.	0.	413,224.	413,224.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Revenue	208.	0.	
Total to Form 990-PF, Part I, line 11	208.	0.	

Form 990-PF

Legal Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	34,935.	0.		34,935.
To Fm 990-PF, Pg 1, ln 16a	34,935.	0.		34,935.

Form 990-PF

Accounting Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	17,800.	4,450.		13,350.
To Form 990-PF, Pg 1, ln 16b	17,800.	4,450.		13,350.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Contract Services	32,362.	0.		32,363.
To Form 990-PF, Pg 1, ln 16c	32,362.	0.		32,363.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated 4940 excise tax payments	70,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	70,000.	0.		0.

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Operations	13,826.	1,148.		12,678.
Telecommunication	797.	0.		797.
Scholarship events	2,326.	0.		2,326.
Investment fees	11,135.	11,135.		0.
Facility rental	102.	0.		0.
To Form 990-PF, Pg 1, ln 23	28,186.	12,283.		15,801.

Form 990-PF

U.S. and State/City Government Obligations

Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Municipal Bonds		X	1,209,937.	1,209,937.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			1,209,937.	1,209,937.
Total to Form 990-PF, Part II, line 10a			1,209,937.	1,209,937.

Form 990-PF

Corporate Stock

Statement 10

Description	Book Value	Fair Market Value
Equities	22,302,876.	22,302,876.
Total to Form 990-PF, Part II, line 10b	22,302,876.	22,302,876.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
J. Herbert Fithian 11 South Road Readfield, ME 04355	Chairman, Trustee 4.00	0.	0.	0.
Kathryn Markovchick- see stmt 14 11 South Road Readfield, ME 04355	President & CEO 26.80	0.	0.	0.
Helen Reinhart 11 South Road Readfield, ME 04355	Secretary (July-Dec 2015) 2.00	0.	0.	0.
Jean Blauvelt 11 South Road Readfield, ME 04355	Trustee 2.00	0.	0.	0.
Erika McDaniel 11 South Road Readfield, ME 04355	Trustee 2.00	0.	0.	0.
Laurence Van Meter 11 South Road Readfield, ME 04355	Trustee 2.00	0.	0.	0.
Pamela Flood - see stmt 14 11 South Road Readfield, ME 04355	VP Research 40.00	0.	0.	0.
Pamela Flood 11 South Road Readfield, ME 04355	Treasurer(Jan-June), Trustee-Jan 2015 4.00	0.	0.	0.
Elizabeth Bordowitz - see stmt 14 11 South Road Readfield, ME 04355	VP Legal & Admin 40.00	0.	0.	0.
Elizabeth Bordowitz 11 South Road Readfield, ME 04355	Secretary(Jan-June)Treasurer(July-Dec) 4.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Summary of Direct Charitable Activities

Statement 12

Activity One

Grants to the Salem City School District and related programmatic expenses, providing educational enhancing activities to middle school and high school students and professional development for professionals at all district schools.

	Expenses
To Form 990-PF, Part IX-A, line 1	<u>920,733.</u>

Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 13

Name and Address of Person to Whom Applications Should be Submitted

Beth Bordowitz

Telephone Number Name of Grant Program

844-436-7626

Education Grants

Email Address

grants@formanscholars.org

Form and Content of Applications

The Foundation requires the grantee to complete a grant application on a form provided by the Foundation. The grant application requires the grantee to identify the purposes of the grant, the problem it is meant to address, the research suggesting the grant will be successful in addressing the problem and the indicators to be studied to demonstrate success. The application can be submitted online at www.formanscholars.org

Any Submission Deadlines

None

Restrictions and Limitations on Awards

Grant recipients must execute a grant agreement, which will set out any conditions or requirements of the grant. Grants made as loan repayment grants are limited to students who have received one-time scholarships from Dr. Acton during his lifetime. Loan repayment grants are limited to the maximum amount of student loan debt outstanding, plus interest up to \$30,000. Grant recipients must demonstrate need for loan repayment assistance.

Name and Address of Person to Whom Applications Should be Submitted

Beth Bordowitz

Telephone Number	Name of Grant Program
844-436-7626	Scholarships

Email Address

www.formanscholars.communityforce.com

Form and Content of Applications

Scholarship applicants can apply online at our portal at
<https://formanscholars.communityforce.com/Login.aspx>

Any Submission Deadlines

Scholarship deadlines are dependent on the type of scholarship. See portal referenced above.

Restrictions and Limitations on Awards

All scholarships are paid directly to the college to the account of the Student and are required to be last dollars that do not replace other grant assistance provided to the Student. Students who are awarded Educational Essentials Mini Scholarships must submit a report to the Foundation identifying benefits received from the use of the EEMS scholarship funds.

General Explanation

Statement 14

Form/Line Identifier

Form 990PF, Part VIII Lines 1, 2 and 3

Explanation:

All salaries, benefits and payroll taxes for Officers and employees of the Foundation have been paid by a management company- Syntiro, Inc. Total payments made by the Foundation to Syntiro during 2015 were \$ 489,910 as follows:

Line 1- Directors, officers

Kathryn Markovchick, CEO Salary	\$ 125,105
Kathryn Markovchick, CEO Benefits	125
Pamela Flood, VP Research, Salary	83,428
Pamela Flood, VP Research, Benefits	7,963
Elizabeth Bordowitz, VP Legal and Admin, Salary	117,386
Elizabeth Bordowitz, VP Legal and Admin, benefits	7,403

Total officers salaries and benefits Line 1 341,410

Line 2- Highest paid employees

William Wilson, Scholarship Director	60,750
--------------------------------------	--------

Other employee salaries and benefits	32,908
Employer payroll taxes reimbursed	29,400
Management fee and admin expenses	25,442

Total Line 3- payments to independent contractors \$ 489,910

CERTIFICATION OF PRESIDENT AND CHIEF EXECUTIVE OFFICER:

I hereby certify that the attach bylaws of the Forman S. Acton Educational Foundation, a New Jersey nonprofit corporation were adopted by the Board of Directors of the Forman S. Acton Educational Foundation on March 12, 2015.

Kathryn F. Markovchick

By: Kathryn F. Markovchick

Its: President and Chief Executive Officer

Dated: May 13, 2016

Adopted March 12, 2015

**BY-LAWS
OF
THE FORMAN S. ACTON
EDUCATIONAL FOUNDATION**

a New Jersey nonprofit corporation

Original Adoption October 8, 2014, as amended through March 12, 2015

Page 1 of 34

Bylaws fsaef 20150312

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**BY-LAWS
OF
THE FORMAN S. ACTON EDUCATIONAL FOUNDATION**

**ARTICLE I
NAME**

The name of the Corporation is The Forman S. Acton Educational Foundation, a New Jersey nonprofit corporation.

**ARTICLE II
OFFICES, PURPOSES AND POWERS**

2.1 OFFICES

The Corporation shall have and maintain a registered office pursuant to N.J.S.A. 15A:4-2 within the State of New Jersey at such place as shall be designated by the Board of Directors. The Corporation may also establish offices at such other places within or without New Jersey as the Board may from time to time determine.

2.2 PURPOSES AND POWERS

The Corporation shall have such purposes as are now or may hereafter be set forth in the Certificate of Incorporation filed in the Office of the New Jersey Secretary of State pursuant to N.J.S.A. 15A:2-8 on October 3, 2014, a copy of which is attached hereto as Exhibit "A". The Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Certificate of Incorporation. The Corporation shall, except as otherwise limited by its Certificate of Incorporation, have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the New

Jersey Nonprofit Corporation Act. Notwithstanding any By-Law provisions to the contrary, the Corporation is limited to those powers that comply with the maintenance of a Section 501(c)(3) exemption under the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III BOARD OF TRUSTEES

3.1

POWERS

Except as otherwise provided by law, by the Certificate of Incorporation or by these by-laws, the Board shall exercise the powers of the Corporation, conduct its business affairs, and control its property. The Board is also expressly authorized to make appropriate delegations of authority through management agreements and to delegate responsibility for day-to-day operations to the officers and employees of the corporation.

3.1.1 **Investment.** The Trustees shall have the power to invest the assets of the Corporation in a manner that is prudent under the then circumstances in order to carry out the activities of the Corporation.

3.1.2 **Preservation of Charitable Tax Exemption.** None of the powers and authority granted to the Trustees hereunder shall be exercised in such a manner as to disqualify the interests in this Corporation committed to charity under Section 501(c)(3), 170, 2055 and 2522 of the U.S. Internal Revenue Code and the applicable Regulations which may be promulgated from time to time.

3.1.3 Additional Contributions to Corporation. The Trustees are authorized, but not required, to accept any property transferred to them by any person during such person's lifetime or by such person's last will and testament. Any property so transferred to, and accepted by, the Trustees shall become a part of the Corporation as such person shall direct and may be commingled with the other property of the Corporation and shall be held, administered and disposed of as a part of the Corporation.

3.2 NUMBER AND QUALIFICATION

The number of Trustees shall be designated from time to time by resolution of the Board and shall consist of no fewer than the minimum required by the New Jersey Nonprofit Corporation Act, which presently is three (3) members and no more than nine (9) members. Trustees shall be selected for their ability to participate effectively in fulfilling the Board's responsibilities. In order to be qualified as a Trustee, an individual must be at least eighteen (18) years of age on the date for commencement of the term of office. Trustees need not be a resident of the State of New Jersey.

3.3 ELECTION AND TENURE

3.3.1 Initial Trustees. The Trustees named in the Certificate of Incorporation shall serve as the initial Board.

3.3.2 Elected Trustees. At their annual meeting, the Trustees of the Corporation shall elect individuals to fill the then-existing vacancies on the Board. Each elected Trustee shall hold office for a term of three (3) years and until a successor is duly elected and qualified, unless the Trustee sooner resigns or is removed pursuant to Section 3.4. At the first Annual Meeting the Trustees shall be elected to staggered terms of one, two and three years as determined by the Trustees voting thereon. Thereafter, at each Annual Meeting, new Trustees and Trustees with expired terms seeking reelection shall be elected to serve for a full term of three years. In the event

that there is a failure to elect Trustees as aforesaid, or if such Annual Meeting is not held, or the Trustees determine it is appropriate then Trustees shall be elected at any Regular or Special Meeting of the Trustees called for that purpose.

3.4 RESIGNATION AND REMOVAL

Any Trustee may resign at any time by giving written notice to the Chair or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any elected Trustee may be removed, with or without cause, at any time by a majority vote of the Board.

3.5 VACANCIES

Vacancies in elected trusteeships due to death, removal, resignation, or an increase in the authorized number of Trustees shall be filled by election by the remaining number of Trustees at a Regular or Special Meeting. Any Trustee so elected shall hold office for the unexpired portion of the term.

3.6 MEETINGS OF TRUSTEES

3.6.1 The annual meeting of the Trustees shall be held between the months of January and March of each year, at such time and location as set forth in the notice of the meeting. In the event of a failure to hold an annual meeting as aforesaid, any business which might properly be transacted at an annual meeting may be transacted at a regular or special meeting.

3.6.2 Regular Meetings. Regular meetings of the Board shall be held as determined by resolution of the Board. At regular meetings the Board may transact such business as may be brought before the meeting.

3.6.3 Special Meetings. Special meetings of the Board may be called by or at the direction of the Chair, or upon written request by a majority of the Trustees.

Business transacted at all special meetings shall be confined to the business stated in the notice unless approved of by a majority of the Board at such special meeting.

3.6.4 Meeting Place/Telephonic Meetings. Pursuant to N.J.S.A. 15A:6-10, meetings of the Board may be held either within or without the State. Any or all Trustees may participate in a meeting of the Board or a committee of the Board by means of conference telephone, video conference or any means of communication by which all persons participating in the meeting are able to hear each other.

Physical meetings (both regular and special) of the Board and any Committees of the Board shall be held at such times and places as may be designated by the Board or the Committee, as applicable. The Board may adopt a resolution determining the dates and times of regular meetings. Such resolution may provide that its adoption shall constitute notice of such regular meetings.

3.6.5 Notice. Notice of the time and place of any meeting of the Board, except scheduled regular meetings, shall be given in writing to each Trustee personally or by email or other form of written communication not less than one (1) day before such meeting. When required by law or by these by-laws, the notice shall also state the purpose for which the meeting is called.

3.6.6 Quorum. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. The Trustees present at a duly called meeting of the Corporation may continue to do business notwithstanding the withdrawal of enough Trustees to have less than a quorum. Less than a quorum may adjourn any meeting.

3.6.7 Voting. Each voting Trustee shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted.

3.6.8 Action by Majority Vote. The act of the majority participating in a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by law, the Certificate of Incorporation or these by-laws the act of a majority of the Trustees. Any action required to be authorized by a vote of Trustees greater than a majority shall be rescinded or modified only by like vote.

3.6.9 Action by Written Consent In Lieu of Meeting. Pursuant to N.J.S.A. 15A:6-7 (c), any action required or permitted to be taken by the Board may be taken without a meeting if, prior or subsequent to the action, all members of the Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Trustees. Electronic mail consents provided by all Trustees entitled to vote in response to an electronic mail request for action on a single issue shall also constitute unanimous written consent in lieu of a meeting. Any certificate or other document filed under a law relating to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the by-laws authorize the Trustees to so act.

ARTICLE IV BOARD AND ADVISORY COMMITTEES

4.1 BOARD COMMITTEES

The Board, by resolution adopted by a majority of the Trustees, may create one or more Board Committees. The resolution creating any such Board Committee shall designate the members of the Board who are to serve as its voting members, the Chair of the Committee, the authority of the Board which the Board

Committee shall have when the Board is not in session and any limitations thereon, and the functions the Board Committee shall discharge.

4.2 TENURE

Each member of a Board Committee shall hold office until the next election of Trustees or until he or she shall resign or be removed from the Board Committee by the Board.

4.3 ADDITIONAL CONSULTANTS

The Board Chair may invite additional individuals with expertise in a pertinent area to meet with and assist any Board Committee. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of such Board Committee by a majority vote of the Board Committee members present.

4.4 MEETINGS AND NOTICE

Meetings of a Board Committee may be called by the Board Chair, the Chair of the Board Committee, or a majority of the Board Committee's voting members. Each Board Committee shall meet as often as is necessary to perform its duties. Notice of the time and place of any meeting of a Board Committee shall be given at least one (1) day prior to the meeting. Such notice may be provided by electronic communication.

4.5 QUORUM

A majority of the voting members of a Board Committee shall constitute a quorum for the transaction of business at any meeting of such Board Committee. Each Board Committee shall keep minutes of its proceedings and shall report periodically to the Board.

4.6 MANNER OF ACTING

The act of a majority of the members of a Board Committee participating in a meeting at which a quorum is present shall be the act of the Board Committee so meeting. No act taken at a meeting at which less than a quorum was participating shall be valid unless approved in writing by the absent members. Action may be taken without a meeting by a writing setting forth the action so taken. Electronic mail consents with electronic signature by all members of a Committee entitled to vote in response to an electronic mail request for action on an issue shall also constitute unanimous written consent in lieu of a meeting.

4.7 RESIGNATION AND REMOVAL

Any member of a Board Committee may resign at any time by giving written notice to the Chair of the Board Committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in said notice. Any member of a Board Committee may be removed at any time by the Chair.

4.8 VACANCIES

A vacancy on any Board Committee and any increase in the membership thereof shall be filled for the unexpired portion of the term by the Chair.

4.9 ADVISORY COMMITTEES

The Board may by resolution designate one or more advisory committee(s) to provide advice to the Board on such matters as the Board shall determine. Any such advisory committees will ordinarily include individuals who are not Trustees of the Corporation. Advisory Committees are solely advisory and may not act on behalf of the Corporation.

ARTICLE V

OFFICERS

5.1 OFFICERS

5.1.1 Officers. The Board of Trustees shall appoint or elect the following Officers of and for the Corporation:

- (a) Chair of the Board;
- (b) President;
- (c) One or more Vice-Presidents;
- (d) Secretary; and
- (e) Treasurer.

The Chair of the Corporation and the President and Chief Executive Officer of the Corporation shall be Trustees of the Board. No other person need be a Trustee in order to qualify for office.

5.1.2 Other Officers. The Board may, from time to time, create additional offices by majority vote of the Board.

5.1.3 Multiple Offices May be Held by One Person Permitted. Pursuant to N.J.S.A. 15A:6-15(b) any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law, by these bylaws, or any resolution of the Board, to be executed, acknowledged, or verified by two or more officers.

5.2 TERMS OF OFFICERS

All elected officers shall hold office for a one (1) year term or until his or her successor is elected.

5.3 RESIGNATION AND REMOVAL

5.3.1 **Resignation.** Any officer elected or appointed by the Board may resign at any time by giving written notice to the Chair of the Corporation or to the President and Chief Executive Officer and to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt by the Corporation or at any later time specified in said notice.

5.3.2 **Removal.** Any officer elected or appointed by the Board may be removed by the Board with or without cause. The removal of an officer without cause shall be without prejudice to that officer's contractual rights, if any. Election or appointment of an officer shall not of itself create contract rights.

5.4 VACANCIES

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

5.5 DUTIES OF OFFICERS

5.5.1 **Chair of the Board.** The Chair of the Board shall be elected by a majority vote of the Trustees and shall preside at all meetings of the Board (and of the executive committee if one is established) at which the Chair is present. In the absence or disability of the Chair, the Trustees shall select one of their members to serve as the Chair Pro Temp. Unless otherwise specified, the Chair shall be an Ex-Officio member of all Board Committees. He or she shall also perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board from time to time.

5.5.2 **Secretary.** The Secretary shall provide for the keeping of minutes of all meetings of the Board and Board Committees, and shall assure that such minutes are filed with the records of the Corporation. The Secretary shall give or cause to be given appropriate notices in accordance with these By-Laws or as required by law, and shall act as custodian of all corporate records and reports and of the corporate seal,

assuring that it is affixed, when required by law, to documents executed on behalf of the Corporation. The Secretary shall also keep or cause to be kept a roster showing the names of the current members of the Board and of all committees of the Corporation and their addresses. He or she shall perform all duties incident to the office and such other duties as may be assigned from time to time by the President and Chief Executive Officer or the Board.

5.5.3 Treasurer. The treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the president or the Board. If required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The Board shall authorize payment by the Corporation of the treasurer's bond.

5.5.4 Chief Executive Officer/President. The Board shall select and employ a Chief Executive Officer who shall serve as President of the Corporation. The Chief Executive Officer of the Corporation shall be responsible to conduct and manage the day to day operations of the Corporation, including the hiring and firing of employees, independent contractors and consultants. The President shall be the duly authorized representative of the Board in all matters in which the Board or these Bylaws have not formally designated some other person for that purpose. The President shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the other Officers. The President shall advise the Board as to the formulation and implementation of policies for the organization and operation of the Corporation. The President shall annually submit a budget for the next fiscal year and report at the annual meeting on the activities of the Corporation for the past year. The President shall perform any other duties normally within the expressed or implied terms of the office that may be necessary for the best interest of the Corporation. The

President shall perform such other duties as the Board shall, from time to time, direct. The President shall serve as an ex officio, voting member of the Board.

5.5.5. The Corporation may have such number of Vice Presidents as the Board may determine from time to time and each Vice President shall have such duties as the Board determines. A Vice President may serve as an elected voting member of the Board.

ARTICLE VI GENERAL PROVISIONS

6.1 DUALITY OF INTEREST

6.1.1 Conflict of Interest Policy. The Board hereby adopts the Conflict of Interest Policy attached hereto as Exhibit "B", which shall be binding upon all members of the Board, all Officers and employees, as applicable.

6.1.2 Contracts. In no event shall any contract cause the imposition of the excise taxes imposed by Section 4940 et seq. of the Code. Further, no contract shall be approved, authorized, or ratified if a Board member has a financial interest unless, the provisions of the Conflict of Interest Policy have been complied with, and the Board can, pursuant to N.J.S.A. 15A:6-8 (a), document that: (i) the transaction is fair and reasonable as to the Corporation at the time it is authorized, approved or ratified; and (ii) the fact of the common trusteeship or interest is disclosed or known to the Board or the committee and the Board or committee authorizes, approves, or ratifies the contract or transaction by unanimous written consent, provided at least one Trustee so consenting is disinterested, or by affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum.

6.3 INDEMNIFICATION

The Corporation shall have power to indemnify any present or former Trustee, officer, employee or agent for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of his or her present or former capacity as Trustee, officer, employee or agent of the Corporation, except in relation to matters as to which he or she shall be finally adjudged to be liable of willful misconduct amounting to bad faith and subject to any conditions prescribed by N.J.S.A 15A:3-4 or corresponding section of any future New Jersey Nonprofit Corporation Act. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or these By-Laws, or under any agreement or vote of the Board, insurance purchased by the Corporation, or otherwise.

6.4 COMPENSATION AND DISTRIBUTION ON DISSOLUTION

No Trustees or Committee members named in Article III or Article IV of these By-Laws shall be entitled to compensation for services rendered on behalf of the Corporation in their capacity as Trustee. Trustees and Officers may be reimbursed for all expenses reasonably incurred on behalf of this Corporation. Officers and Trustees who are also employees shall be entitled to such compensation for services rendered as the Board may establish. No Trustee, Officer, Committee Member, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

6.5 INSPECTION OF CORPORATE RECORDS

These By-Laws, the books of accounts, and the minutes of proceedings of the Corporation, of the Board of Trustees and of Board Committees, shall be open to inspection by any Trustee no later than ten (10) days after receipt of a written request, addressed to the chair or the secretary of the Corporation. Inspection shall be made in person and includes the right to make extracts at the Corporation's expense.

6.6 AUXILIARY AND ASSOCIATED ORGANIZATIONS

The Board may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the Corporation. Each such organization shall establish its by-laws, rules and regulations and make amendments thereto which shall be subject to Board approval and which shall not be inconsistent with these By-Laws or the standing policies of the Board.

6.7 FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. The Board may, by resolution, establish a different fiscal year for the Corporation.

6.8 CORPORATE SEAL

The Board may provide for a corporate seal in such form and with such inscription as it shall determine.

6.9 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Jersey Nonprofit Corporation Act, of the Articles of Incorporation, or of these By-Laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by State law. All such waivers shall be filed with the corporate records or be made a part of the minutes of the relevant meeting. The attendance of any Trustee at a meeting without protesting the lack of notice prior to the conclusion of the meeting shall constitute a waiver of notice by that Trustee.

6.10 PROCEDURE

The Board and Board Committees may adopt rules of procedure which shall not be inconsistent with these By-Laws.

6.11 CONSTRUCTION OF TERMS AND HEADINGS

Words used in these By-Laws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these By-Laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-Laws.

ARTICLE VII

AMENDMENT TO BY-LAWS AND

AMENDMENT TO CERTIFICATE OF INCORPORATION

7.1 PROCEDURE

7.1.1 Amendment to By-Laws. These By-Laws may be amended or repealed and new by-laws adopted by a majority vote of the Board of Trustees then in office at any regular or special meeting, if at least three (3) days written notice is given of the intention to take such action.

7.1.2 Amendment to Articles of Incorporation. An amendment to the Articles of Incorporation shall require the adoption by the Board of Trustees by an affirmative vote of two-thirds (2/3) of the Trustees then in office of a resolution setting forth the proposed amendment.

EXHIBIT "A"

**CERTIFICATE OF INCORPORATION
OF
THE FORMAN S. ACTON EDUCATIONAL FOUNDATION**

In compliance with the requirements of N.J.S.A. §15A:1-1 et seq., the undersigned, desiring to be incorporated as a nonprofit corporation of the State of New Jersey, hereby certify that:

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1. The name of the Corporation is: The Forman S. Acton Educational Foundation, a New Jersey nonprofit corporation.

2. The location and post office address of the initial registered agent and the initial office of the Corporation in this state is: David J. Puma, Esquire Puma, Telsey & Rhea, PA 107 West Broadway Salem New Jersey 08079.

3. Forman Sinnickson Acton died on February 18, 2014 after living 93 extraordinary years. Forman Acton believed that dedication to rigorous academic studies and exposure to educational excellence results in children becoming extraordinary adults, who are prepared to overcome the challenges our society faces. Forman Acton dedicated his life and willed all of his assets upon his death to education. This Corporation is created with an endowment representing the residuary estate of Forman Sinnickson Acton.

This Corporation is incorporated under the New Jersey Nonprofit Corporation Act exclusively for charitable purposes, specifically the advancement of educational and academic opportunities and the achievement of excellence for children of the Salem City (Salem County, New Jersey) School District (the term "Salem City School District" shall include those districts as may be affiliated with the Salem City School District, presently: Lower Alloways Creek Township; Elsinboro Township; Quinton Township; and Mannington Township however with the emphasis being on Salem City itself); with the primary goal being to enhance educational (including pre-school, as well as public or private grade, middle, high school, college and post graduate education) opportunities of children of the Salem City School District; in particular those children who exhibit above average academic promise who are: poor, distressed or underprivileged and of minority heritage. The Board of Trustees, in furtherance of the foregoing purpose, shall have the power to do all things consistent with the New Jersey Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of the United States, including but not limited to funding and supporting:

- (i) strategic visioning and planning;
- (ii) research based curriculum, assessment and instruction;
- (iii) professional development based on research and best practice;
- (iv) technology and equipment needed to facilitate academic excellence;
- (v) student programs of all kinds, particularly those designed to achieve academic devotion and achievement from pre-school through post graduate education;
- (vi) education for families and other supportive services benefitting their children;
- (vii) private school tuition for academically gifted students from disadvantaged backgrounds; and
- (viii) scholarship programs for higher education, colleges, universities and post graduate studies.

In furtherance of the foregoing purposes (but not otherwise), and subject to the restrictions set forth herein, the Corporation shall have, and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the New Jersey Nonprofit Corporation Act and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, subject to such limitations as are or may be prescribed by law.

4. The term for which the Corporation is to exist is perpetual.

5. The Corporation is organized upon a non-stock basis, and shall have no authority to issue shares of capital stock.

6. The name and post office address of the incorporator is: David J. Puma, Esquire Puma, Telsey & Rhea, PA 107 West Broadway Salem New Jersey 08079.

7. The Corporation shall be governed by its Board of Trustees. The Board of Trustees shall consist of up to nine (9) members; however in no event shall there be less than the minimum number as required by the New Jersey Nonprofit Corporation

Act, which minimum is presently three (3) members. The names and post office addresses of the initial Trustees are:

Josiah Herbert Fithian
83 Hospital Road
Bridgeton, NJ 08302

Kathryn Markovchick, Ph.D.
34 Tremolo Point
Mount Vernon, ME 04352

Hon. Karen Roots
28 Oak Street
Salem, NJ 08079

Gregory Dunham, Ed. D.
6916 Rogers Avenue
Pennsauken, NJ 08109

Pamela S. Flood, Ed. D.
18 West Broadway
Bangor, ME 04401

The Trustees named above shall serve as the initial Board of the Corporation. As soon as is reasonable and practicable after the filing of this Certificate with the New Jersey Division of Commercial Recording, the initial Board shall conduct the Organizational Meeting of the Corporation pursuant to the provisions of N.J.S.A. 15A:2-9. At the Organizational Meeting, the initial Board shall meet for the purposes of organizing itself, electing additional members of the Board of Trustees, establishing bylaws, electing officers and members of such committees as may be established by

the Board, when appropriate, and conducting such other business as may come before the Organization Meeting.

The Trustees named herein as the initial Board, and those Trustees that may be elected at the Organizational Meeting, shall hold Office until the first Annual Meeting. The Annual Meeting shall be held on the date and time specified in the bylaws or as may be fixed by the Board pursuant to the authority granted in the bylaws. Other than as specified herein, the term of Office of individual members of the Board of Trustees shall be established in the bylaws in a manner so as to create staggered terms of Office coinciding with the Annual Meeting. The Trustees shall serve without compensation but may be reimbursed for all reasonable and necessary expenses incurred relating to their service.

The election of Trustees shall be by nomination and vote of the Board of Trustees. Procedures to be utilized in the nomination and election of Trustees not inconsistent herewith may be set forth in the bylaws of the Corporation .

8. The Corporation is organized exclusively for charitable and educational purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States). No dividend shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any individual, director, officer, trustee or employee of the Corporation. The Corporation may pay reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding, the Corporation may not merge or consolidate with any corporation which is not an exempt organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, or its successor provisions, and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

In the event the Corporation is dissolved and liquidated, the Board of Trustees shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be a qualified tax-exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor provisions, shall have been in existence and so described for a continuous period of at least 60 calendar months, and shall also be an organization contributions to which are deductible under Sections 170, 2055, 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of a New Jersey nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

9. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

10. All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the New Jersey Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, by the affirmative vote of a majority of the Board of Trustees entitled to vote in respect thereof, given at the Annual Meeting or at any Special Meeting, provided that notice of the proposed amendment is included in the notice of such meeting.

11. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

12. The Corporation shall not have any members.

Adopted March 12, 2015

EXHIBIT "B"

CONFLICT OF INTEREST POLICY

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ARTICLE I PURPOSE

The purpose of the conflict of interest is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II DEFINITIONS

1. Interested Person.

Any trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested party.

2. Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

1. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

ARTICLE V COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each trustee, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The period review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnership, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII USE OF OUTSIDE EXPERTS

Adopted March 12, 2015

When concluding the periodic reviews as provided for the Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**THE FORMAN S. ACTON
EDUCATIONAL FOUNDATION
a New Jersey nonprofit corporation**

**CONFLICT OF INTEREST QUESTIONNAIRE FOR THE PERIOD
_____, 20__ to _____, 20__**

Definitions as used in the Questionnaire

1. The term "Organization" shall mean The Forman S. Acton Educational Foundation", a New Jersey domestic nonprofit corporation formed pursuant to the Last Will and Testament of Forman S. Acton, as modified by Order of the Superior Court, Chancery Division, Salem County, dated October 3rd, 2014, for the purpose of philanthropy.
2. The term "covered period" means the period during the above-stated calendar year while you are a Trustee.
3. All other capitalized terms herein shall have the meaning set forth in the Policy.

Questions:

1. Have you received a copy of the Conflict of Interest Policy? Yes No.
2. Have you read and fully understood the Conflict of Interest Policy?
Yes No.

If no, please stop and read the policy, then proceed.

3. Do you agree to comply with the Conflict of Interest Policy? Yes No

4. Do you understand that the Organization is charitable and in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. Yes No

5. During the period of Organization Meeting Date through December 31st, 2014 are you or do you expect to be a party to any personal or business transactions, or other matters which would or could be deemed to be a conflict with the interests of the Organization? Yes No.

If the answer is "Yes" please fully disclose all the facts in accordance with the terms of the policy. Please use the back of this questionnaire and any additional sheets as necessary.

6. Is there any other matter relating to a possible conflict with the interests of the Organization that should be disclosed? Yes No.

If the answer is "Yes", please provide all the details on the reverse side of this sheet or use additional sheets of paper.

The undersigned hereby affirms and certifies under penalty of law that the foregoing answers are true, accurate and complete in all material respects.

Signature
Print name:

Date

Adopted March 12, 2015

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