

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Sheltering Arms Children and Family Services, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 13-3709095

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

2 Park Avenue, 20th Floor
New York, NY 10016

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

New York
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.shelteringarmsny.org

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **Sheltering Arms Children and Family Services, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☒ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6241**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor **Sheltering Arms Children and Family Services, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor

Relationship

District

When

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☐ 50-99☒ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	Sheltering Arms Children and Family Services, Inc.	Case number <i>(if known)</i> _____
	Name	
	☐ \$50,001 - \$100,000 ☐ \$100,001 - \$500,000 ☐ \$500,001 - \$1 million	☒ \$10,000,001 - \$50 million ☐ \$50,000,001 - \$100 million ☐ \$100,000,001 - \$500 million
		☐ \$1,000,000,001 - \$10 billion ☐ \$10,000,000,001 - \$50 billion ☐ More than \$50 billion

Debtor **Sheltering Arms Children and Family Services, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/07/2024
MM / DD / YYYY**X /s/ Judith Pincus**

Signature of authorized representative of debtor

Judith Pincus

Printed name

Title **Chief Executive Officer****18. Signature of attorney****X /s/ Adam T. Berkowitz**

Signature of attorney for debtor

Date 03/07/2024

MM / DD / YYYY

Adam T. Berkowitz, Esq.

Printed name

Garfunkel Wild, P.C.

Firm name

111 Great Neck Road**Suite 600****Great Neck, NY 11021**

Number, Street, City, State & ZIP Code

Contact phone **516-393-2502**Email address **aberkowitz@garfunkelwild.com****4245890 NY**

Bar number and State

Fill in this information to identify the case:

Debtor name **Sheltering Arms Children and Family Services, Inc.**
 United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
New York City Administration for Children's Services 150 Williams Street New York, NY 10038	Joseph Cardieri Tel: (212) 341-0927 Email: joseph.cardieri@ac s.nyc.gov	Government Contract	Contingent Unliquidated Disputed			\$10,389,878.56
Pension Benefit Guaranty Corporation 445 12th Street, SW Washington, DC 20024-2101	Zoe Wadge Tel: (202) 880-1890 Email: wadge.zoe@pbgc.gov	Pension Obligations	Contingent Unliquidated Disputed			\$3,150,000.00
New York City Department of Education 52 Chambers Street New York, NY 10007	Liz Vladeck Tel: (212)-374-6888 Email: asklegal@schools.nyc.gov	Government Contract	Contingent Unliquidated Disputed			\$1,376,274.06
New York State Department of Labor Unemployment Insurance Division Building 12, Room 256 W.A. Harriman Campus Albany, NY 12240	Attention: Julie Brazie Tel: (800)-456-1015	Unemployment Insurance Contributions	Contingent Unliquidated Disputed	\$1,136,194.18	Unknown	Unknown
25 Broadway Office Properties, LLC Olshan Frome Wolosky LLP 1325 Avenue of the Americas New York, NY 10019	Jospeh Weiner Tel: (212) 451-2300 Email: jweiner@olshanlaw.com	Lease	Contingent Unliquidated Disputed	\$1,627,390.88	\$547,800.00	\$1,079,590.88
New Jersey Manufacturers Insurance Company 301 Sullivan Way West Trenton, NJ 08628	Roxanne Wagner Tel: (609) 883-1300 x6540 Email: RWagner@njm.com	Trade Debt	Disputed			\$975,734.00

Debtor **Sheltering Arms Children and Family Services, Inc.**
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
New York State Office of the Medicaid Inspector General 800 North Pearl Street Albany, NY 12240	Frank T Walsh Tel: (518) 474-5036 Email: collections@omig. ny.gov	Medicaid	Contingent Unliquidated Disputed			\$417,246.00
Tsafon Associates, LLC c/o Braun Management Inc. 160 Broadway, 1st Floor New York, NY 10038	Tel: (212) 349-2154 Email: info@braunre.com	Lease	Contingent Unliquidated Disputed	\$286,555.28	\$58,813.01	\$227,742.27
New York City Department of Youth and Community Development 156 Williams Street 6th Floor New York, NY 10038	Caroline Press Tel: (646) 343-6270 Email: cpress@dycd.nyc. gov	Government Contract	Contingent Unliquidated Disputed			\$168,427.90
Iron Mountain 2 Sun Court Norcross, GA 30092	Lea Yco Tel: (866) 900-1350 x2223043 Email: lea.yco@ironmount ain.com	Trade Debt				\$70,933.05
Quantum Strategies, LLC 1 Coopershawk Lane Chadds Ford, PA 19317	Email: accounting@qs250 0.com	Trade Debt	Contingent Disputed			\$68,128.00
Netsmart Technologies Inc. 11100 Nall Ave Overland Park, KS 66211	Tel: (913) 327-7444 Email: ar@ntst.com	Trade Debt	Disputed			\$59,076.30
American Express 200 Vesey Street New York, NY 10285	Matthew Heimann, GCO Tel: (800) 528-2121 Email: matthew.heimann @aexp.com	Trade Debt	Disputed			\$58,340.14
Pride Healthcare LLC 420 Lexington Ave 30th Floor New York, NY 10170	Tel: (212) 661-1170 Email: accounting@pride- health.com	Trade Debt	Disputed			\$50,049.25

Debtor **Sheltering Arms Children and Family Services, Inc.**
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TemPositions Health Care 622 Third Avenue, 39th Floor New York, NY 10017	Tel: (212) 916-0840 Email: gavancena@tempo sitions.com	Trade Debt	Disputed			\$49,770.81
Apex Mechanical Corp 2800 Webster Ave Bronx, NY 10458	Tel: (718) 220-4200 Email: natashal@apexmec hcorp.com	Trade Debt	Disputed			\$44,383.50
HealthFirst 100 Church Street New York, NY 10007	Tel: (888) 801-1660	Trade Debt	Disputed			\$44,115.00
De Lage Landen Financial Services, Inc. 1111 Old Eagle School Road Wayne, PA 19087	Tel: (800) 735-3273 Email: sfantini@leasedire ct.com	Copier Lease	Contingent Unliquidated Disputed	\$37,572.65	Unknown	\$37,572.65
Briscoe Protective Systems Inc. 99 Mark Tree Road Suite 201 Centereach, NY 11720-2276	Tel: (631) 864-8666 Email: accounting@brisco eprotective.com	Trade Debt	Disputed			\$36,571.36
IMA Systems LLC 32 Broadway Suite 614 New York, NY 10004	Tel: (212) 722-6677 Email: naomi@imasys.co m	Trade Debt	Disputed			\$33,502.50

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X

In re:

SHELTERING ARMS CHILDREN AND
FAMILY SERVICES, INC.

Chapter 11

Case No. __-_____(____)

Debtor.

-----X

**LIST OF EQUITY SECURITY HOLDERS,
CORPORATE OWNERSHIP STATEMENT, AND
CORPORATE DISCLOSURE STATEMENT**

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1073-3 of the Local Bankruptcy Rules for the Eastern District of New York (the “**Local Rules**”), the following is a list of holders of equity securities of Sheltering Arms Children and Family Services, Inc. (the “**Debtor**”), a statement regarding its corporate ownership, and a corporate disclosure statement pursuant to Local Rule 1073-3.

1. The Debtor is a not-for-profit corporation that is exempt from federal income taxation under section 501(c)(3) of Title 26 of the United States Code.

2. The Debtor has no outstanding “equity securities” as defined in section 101(16) of Title 11 of the United States Code (the “**Bankruptcy Code**”), no “equity security holders” as defined in section 101(17) of the Bankruptcy Code, and no equity interests for purposes of Bankruptcy Rules 1007(a)(1), 1007(a)(3) and 7007.1 and Local Rule 1073-3.

3. Further, the Debtor has no members pursuant to section 601 of the New York State Not-for-Profit Corporation Law.

Fill in this information to identify the case:Debtor name **Sheltering Arms Children and Family Services, Inc.**United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement and Corporate Disclosure Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **03/07/2024**☒ **/s/ Judith Pincus**

Signature of individual signing on behalf of debtor

Judith Pincus

Printed name

Chief Executive Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

**STATEMENT PURSUANT TO LOCAL
BANKRUPTCY RULE 1073-2(b)**

DEBTOR(S): Sheltering Arms Children and Family Services, Inc. **CASE NO.:** _____

Pursuant to Local Bankruptcy Rule 1073-2(b), the debtor (*or any other petitioner*) hereby makes the following disclosure concerning Related Cases, to the petitioner's best knowledge, information and belief:

[NOTE: Cases shall be deemed "Related Cases" for purposes of E.D.N.Y. LBR 1073-1 and E.D.N.Y. LBR 1073-2 if the earlier case was pending at any time within eight years before the filing of the new petition, and the debtors in such cases: (i) are the same; (ii) are spouses or ex-spouses; (iii) are affiliates, as defined in 11 U.S.C. § 101(2); (iv) are general partners in the same partnership; (v) are a partnership and one or more of its general partners; (vi) are partnerships which share one or more common general partners; or (vii) have, or within 180 days of the commencement of either of the Related Cases had, an interest in property that was or is included in the property of another estate under 11 U.S.C. § 541(a).]

☒ NO RELATED CASE IS PENDING OR HAS BEEN PENDING AT ANY TIME.

☐ THE FOLLOWING RELATED CASE(S) IS PENDING OR HAS BEEN PENDING:

1. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

2. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

3. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

(OVER)

DISCLOSURE OF RELATED CASES (cont'd)

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

NOTE: Pursuant to 11 U.S.C. § 109(g), certain individuals who have had prior cases dismissed within the preceding 180 days may not be eligible to be debtors. Such an individual will be required to file a statement in support of his/her eligibility to file.

TO BE COMPLETED BY DEBTOR/PETITIONER'S ATTORNEY, AS APPLICABLE:

I am admitted to practice in the Eastern District of New York (Y/N): Y

CERTIFICATION (to be signed by pro se debtor/petitioner or debtor/petitioner's attorney, as applicable):

I certify under penalty of perjury that the within bankruptcy case is not related to any case now pending or pending at any time, except as indicated elsewhere on this form.

/s/ Adam T. Berkowitz

Adam T. Berkowitz, Esq.

Signature of Debtor's Attorney

Garfunkel Wild, P.C.

111 Great Neck Road

Suite 600

Great Neck, NY 11021

516-393-2502 Fax:516-393-2502

Signature of Pro Se Debtor/Petitioner

Signature of Pro Se Joint Debtor/Petitioner

Mailing Address of Debtor/Petitioner

City, State, Zip Code

Area Code and Telephone Number

Failure to fully and truthfully provide all information required by the E.D.N.Y. LBR 1073-2 Statement may subject the debtor or any other petitioner and their attorney to appropriate sanctions, including without limitation conversion, the appointment of a trustee or the dismissal of the case with prejudice.

NOTE: Any change in address must be reported to the Court immediately IN WRITING. Dismissal of your petition may otherwise result.

OFFICER'S CERTIFICATE

March 7, 2024

I, Judith Pincus, being the duly appointed Chief Executive Officer of Sheltering Arms Children and Family Services, Inc. (the "**Company**"), hereby certify as follows:

1. I am the duly appointed, qualified, and elected Chief Executive Officer of the Company and, as such, I am familiar with the facts certified herein and I am duly authorized to certify the same on behalf of the Company.

2. Attached hereto is a true, correct, and complete copy of the resolutions of the Board of Directors of the Company, duly adopted and approved on February 28, 2024, in accordance with the Company's corporate organizational documents and executed by the Chairman of the Board of Directors on February 29, 2024.

3. Such resolutions have not been amended, altered, modified, annulled, rescinded, or revoked since their adoption and remain in full force and effect as of the date hereof.

4. There exist no subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

/s/ Judith Pincus

Name: Judith Pincus

Title: Chief Executive Officer
Sheltering Arms Children and
Family Services, Inc.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
SHELTERING ARMS CHILDREN AND FAMILY SERVICES, INC.**

WHEREAS, the Board of Directors of Sheltering Arms Children and Family Services, Inc., a New York not-for-profit corporation (**“Sheltering Arms”**) having previously transferred or otherwise disposed of the social services programs it operated, has considered the financial and operational aspects of Sheltering Arms’ remaining operations, its present financial circumstances, and the current and long-term liabilities of Sheltering Arms; and

WHEREAS, the Board of Directors has given serious and extensive consideration to all options reasonably available to Sheltering Arms at numerous regular and special meetings; and

WHEREAS, consistent with its fiduciary duties, including the duty of obedience to the charitable mission of Sheltering Arms, the Board of Directors of Sheltering Arms has determined that it is desirable and in the best interests of Sheltering Arms, its creditors, employees and other interested parties, including its former clients, that a voluntary petition be filed by Sheltering Arms (the **“Chapter 11 Case”**) seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the **“Bankruptcy Code”**);

NOW, THEREFORE, BE IT:

RESOLVED, that notice of this meeting be and is hereby waived by all Directors; and be it further

RESOLVED, by the Board of Directors, acting on behalf of Sheltering Arms, that Sheltering Arms file a petition in bankruptcy under Chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the Eastern District of New York (the **“Bankruptcy Court”**); and be it further

RESOLVED, that Judith Pincus, Sheltering Arms’ Chief Executive Officer (referred to hereinafter as, the **“CEO”**), or any other person designated by the CEO of Sheltering Arms (each such designee, together with each and every other officer of Sheltering Arms, being an **“Authorized Person”** and all being the **“Authorized Persons”**) be, and each hereby is, authorized, empowered and directed, in the name and on behalf of Sheltering Arms, to execute and verify a petition under Chapter 11 of the Bankruptcy Code with respect to Sheltering Arms and to cause the same to be filed in the Bankruptcy Court at such time as the Authorized Person executing such petition shall determine; and be it further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, empowered and directed, in the name and on behalf of Sheltering Arms, to execute and file all schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case of Sheltering Arms, with a view to the successful prosecution of such case; and be it further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered, in the name of Sheltering Arms, (i) to retain, under a general retainer, the law firm of Garfunkel Wild, P.C. to serve as bankruptcy counsel and render legal services in

connection with the Chapter 11 Case and other related matters to be determined by an Authorized Person; and (ii) to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed appropriate retention applications with the Bankruptcy Court; and be it further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, empowered and directed in the name of Sheltering Arms: (i) to retain Epiq Corporate Restructuring, LLC to serve as Sheltering Arms' Claims and Noticing Agent in connection with the Chapter 11 Case and for all other relevant purposes; and (ii) to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed appropriate retention applications with the Bankruptcy Court; and it be further

RESOLVED, that each of the Authorized Persons be, and hereby is, authorized, empowered and directed to engage and retain any other legal counsel, accountants, financial advisors, restructuring advisors and other professionals as are deemed necessary to represent and assist Sheltering Arms in carrying out its duties under Title 11 of the United States Code, and in connection therewith, each Authorized Person is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and be it further

RESOLVED, that each of the Authorized Persons, be and hereby is, authorized, empowered and directed, in the name and on behalf of Sheltering Arms, to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action in the Sheltering Arms Chapter 11 Case, as in the judgment of such Authorized Person shall be or become necessary, proper and desirable to effectuate a successful reorganization and/or liquidation of Sheltering Arms' business taking into account its charitable mission, including but not limited to, the orderly sale of Sheltering Arms' non-core assets and the negotiation and formulation of a plan of reorganization and/or liquidation and all related documents thereto on behalf of Sheltering Arms; and be it further

RESOLVED, that the sale and/or transfer of all or substantially all of Sheltering Arms' assets, or any portion or portions thereof, on the terms approved by the Bankruptcy Court, and subject to other required governmental or regulatory approvals, be and it hereby is authorized and approved, including, but not limited to the sale or other disposition of the real properties located at: (i) 2479 University Avenue, Bronx, New York 10468, (ii) 1980 Morris Avenue, Bronx, New York 10453, and (iii) 305 7th Avenue, Units 4A and 4B, New York, New York 10001; and be it further

RESOLVED, that any or all of the officers of Sheltering Arms be, and each of them hereby is, respectively authorized and empowered to cause, subject to Bankruptcy Court approval, to execute and consummate one or more asset purchase agreements or like kind agreements for the sale, transfer, and/or conveyance of all or substantially all of Sheltering

Arms' assets and all related agreements and documents with one or more buyers or transferees; and be it further

RESOLVED, that nothing herein changes the requirement that the Authorized Persons seek prior approval from the Board of Directors for any transaction not specifically approved hereby for which the corporation's rules or applicable law require such approval from the Board of Directors; and be it further

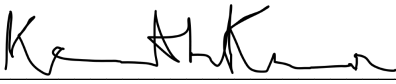
RESOLVED, that any and all actions heretofore taken by any officers or directors of Sheltering Arms in the name and on behalf of Sheltering Arms, in furtherance of any or all of the preceding resolutions, are ratified, confirmed and approved; and be it further

RESOLVED, that each of the Authorized Persons, be and hereby is, authorized to take any of the following actions on behalf of Sheltering Arms: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments as may be required or as such Authorized Persons deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of Sheltering Arms, in such form and substance as such Authorized Persons may approve, with the execution and delivery thereof on behalf of Sheltering Arms, by or at the direction of an Authorized Person to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of Sheltering Arms, any and all agreements, documents, certificates, consents, motions, applications, and other filings relating to the resolutions adopted and matters ratified or approved hereby and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Persons deem appropriate or advisable in connection therewith including, without limitation, voting any shares or interests held by Sheltering Arms and (iii) doing such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved hereby and the consummation of the transactions contemplated thereby.

[Remainder of Page Intentionally Left Blank; Signature Follows]

*{Signature Page to Resolutions of the Board of Directors of
Sheltering Arms Children and Family Services, Inc.}*

IN WITNESS WHEREOF, I have set my hand to this on the _29th day of February,
2024.

By: 
Name: Kenneth M. Kramer
Title: Chairman