

Minutes and Resolutions of Special Meeting of the Steering Committee of the Association for Theological Field Education, Inc.

A special meeting of the Governing Body (hereinafter "Steering Committee") of the Association for Theological Field Education, Inc. (hereinafter the "Corporation"), was held on

_____, at _____

pursuant to call by the Steering Committee.

A majority of the Steering Committee was present and voting and waived, pursuant to the Delaware General Corporation Law, Chapter One, Subchapter VIII, Section 228(b), all notice of date, time, and place of the meeting and consented to the transaction of any business that might come before the Steering Committee. Such waiver and consent is shown by said Steering Committee Members' signatures at the end of these minutes.

The Steering Committee considered the advantages and disadvantages related to dissolving the above mentioned Delaware corporation.

Whereas, for all of the reasons previously presented to the Members of the corporation,

it is therefore,

RESOLVED, the Steering Committee votes to dissolve the Delaware corporation as soon as may be possible,

and further,

RESOLVED, that the Steering Committee recommends to the Members of the Delaware corporation that they (the Members) vote to dissolve the Delaware corporation under § 276 of the Delaware Corporate Code (using the attached two (2) page Delaware Non-Stock Corporation Dissolution form) at the next bi-annual meeting,

and further,

RESOLVED, that a copy of this resolution (and recommendation by the Steering Committee) will be sent to and made available to all of the members prior to the vote at the next bi-annual meeting of the Members advising the dissolution of the Delaware corporation under the provisions of §276 of the Delaware code,

and further,

RESOLVED, that if the resolution to dissolve is voted for by a majority of the Members, that the Steering Committee then shall file with the Delaware Secretary of State's Corporations Division the attached two (2) page Delaware Non-Stock Corporation Dissolution form along with the necessary fees.

There being no further business, the special meeting was adjourned.

IN WITNESS WHEREOF, the undersigned have signed the minutes of this Special Meeting and the resolution contained herein this _____ day of _____, 2003.

By signing below, each signor declares under the penalty of perjury of the laws of the State of Delaware that the foregoing instrument is his or her act or deed and that the facts stated herein are true and correct.

Dudley C. Rose

Richard G. Cunningham

Mary Patricia Mulligan

Connie Kleingartner

Joanne Lindstrom

W. Michael Smith

Ira V. Frazier

Abigail Johnson