

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, a majority of the Members of the corporation voted on _____, 200____
to dissolve the Delaware corporation,

and,

Whereas the Delaware corporation still has a nominal amount of assets,

and,

Whereas the Steering Committee has reviewed the Articles attached to these minutes for the Washington company, and found them acceptable and in keeping with IRS requirements for 501(c)(3) tax-exempt status,

and

Whereas the Steering Committee has reviewed the By-Laws attached to these minutes for the Washington company, and found them acceptable and in keeping with IRS requirements for 501(c)(3) tax-exempt status,

and

Whereas the Steering Committee had intended that the Washington company operate parallel to the Corporation in Delaware until the Delaware corporation was effectively dissolved,

and

Whereas the Steering Committee had also intended there would be no wholesale transfer of assets from the Delaware corporation to the Washington corporation but rather cooperation between the two until the time of the Delaware corporation's legal dissolution,

and

Whereas the dissolution of the Delaware corporation has occurred more speedily than in initially anticipated,

it is therefore,

RESOLVED, that the Steering Committee hereby approve both the attached Articles and By-Laws and adopts them as the governing documents of the Washington corporation,

and

RESOLVED that the Treasurer of the Steering Committee is directed to transfer whatever assets that remain in the Delaware corporation's account(s) to the newly formed Washington Corporation.

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