

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 _____ October 26 _____, at _____ Chicago, Illinois _____ 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 eventually moving the situs of the corporation from Delaware to Washington State.

Whereas, the corporation is seeking to obtain tax-exempt status with the IRS, specifically to be declared a 501(c)(3) corporation,

and

Whereas, the Delaware attorney who drafted the original Certificate of Incorporation and By-Laws for the Corporation in February, 2000 did not include the language required by the IRS,

and

Whereas, the corporation has, in 2001, filed with the State of Delaware's Secretary of State's Corporations division the forms and resolutions necessary to amend its current Certificate of Incorporation and, ultimately, its By-Laws, to add the required dissolution language required by the IRS prior to granting federal tax-exempt status,

and

Whereas, the State of Delaware's Secretary of State's Corporations division has steadfastly refused to approve (or even discuss with the corporation's attorney despite repeated attempts to

ascertain the reasons for the non-approval) the corporation's above-mentioned certificate of amendment and its relevant resolutions,

and

Whereas, the corporation maintains its desire to obtain federal tax-exempt status,

and

Whereas, the State of Delaware offers no ascertainable advantage to the successful operation or maintenance of a non-profit entity such the Corporation (but rather offers advantages primarily to the boards (not the stockholders) of large, dispersed, publicly-traded corporations such as the Ford Motor Company),

and

Whereas, the nature of the primary change to the Corporation's Certificate of Incorporation and By-Laws is to specify that a non-profit company shall receive the proceeds (if any) of the Corporation upon its dissolution,

and

Whereas, the nature of the primary change to the Corporation's Certificate of Incorporation and By-Laws is not to effect a sale of its assets, to defraud any creditors of any amounts due to them, or to defraud any Member of the Corporation of any right or interest that they may have in the Corporation,

and

Whereas, if the Corporation were to move to Washington State, the oversight and maintenance of its operation would be more easily accomplished through its treasurer, Richard Cunningham of Seattle University's School of Theology & Ministry, and its attorney, Matthew D. O'Conner of Seattle, Washington,

and

Whereas, the filing fee for incorporating a non-profit in Washington is only thirty dollars (\$30),

and

Whereas, a newly formed corporation could easily include the correct language in its articles and by-laws,

and,

Whereas, the Steering Committee intends that this ultimate change in situs of the Corporation shall not be deemed a “Merger” under Delaware code §§ 256 or 258,

and

Whereas, the Steering Committee intends that the Washington Corporation operate parallel to the Corporation in Delaware and that there will be no wholesale transfer of assets from the Delaware corporation to the Washington corporation but rather cooperation between the two,

and

Whereas, the Steering Committee intends that the Members of the Delaware corporation vote to dissolve the Delaware corporation under § 276 of the Delaware Corporate Code (using the attached eight (8) page Delaware Non-Stock Corporation Dissolution form) at the next bi-annual meeting at which time the remaining proceeds of the Delaware corporation (if any) shall be transferred to the Washington Corporation,

and

Whereas, the Steering Committee has specifically discussed the Articles attached to these minutes for the as-yet unformed Washington Company, and found them acceptable and nearly identical to the proposed amended Certificate of Incorporation filed with Delaware in 2001,

it is therefore,

RESOLVED, that a new non-profit corporation of the name “Association for Theological Field Education” be formed in Washington State by filing the attached “Application to Form a Nonprofit Corporation” and adopting the attached Articles. The secretary is instructed to cause the attached “Application to Form a Nonprofit Corporation” to be filed in Washington State,

and further,

RESOLVED, that the Delaware corporation be as nearly as is practical “wound-down” but that no wholesale transfer of assets shall take place between the two corporations,

and further,

RESOLVED, that prior to the next the next bi-annual Member meeting a resolution of the Steering Committee advising the dissolution of the Delaware corporation be considered and voted on by the Steering Committee and if approved by the Steering Committee, then sent to all of the members advising the dissolution of the Delaware corporation under the provisions of §276 of the Delaware code and that dissolution of the Delaware corporation be voted on by the Members at the next bi-annual Member meeting,

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 the attached eight (8) page Delaware Non-Stock Corporation Dissolution form along with the necessary fees with the Delaware Secretary of State's Corporations Division.

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 26th day of October , 2002.

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.

[Signatures on File]

Dudley C. Rose

Richard G. Cunningham

Mary Patricia Mulligan

Connie Kleingartner

Joanne Lindstrom

W. Michael Smith

Ira V. Frazier

Abigail Johnson