

Amended Certificate Of Incorporation of the Association for Theological Field Education, Inc.

We, the undersigned Governing Body (hereinafter referred to as the “Steering Committee”) of the Association for Theological Field Education, Inc. (hereinafter referred to as the "Corporation"), acting under Chapter I, Subchapter VIII of Delaware’s Corporation Act hereby execute and acknowledge this amendment to the Certificate of Incorporation for the Corporation.

ARTICLE I

Name

No change.

ARTICLE II

Registered Office

No change.

ARTICLE III

Purposes, Powers, and Limitations

Subsection 1. Purposes. The purposes for which this Corporation is formed are exclusively charitable, scientific, or educational and consist of the following:

- A. To provide a forum for the identification, study, research and action on issues of significance to theological field education;
- B. To develop resources and services pertinent to the task of theological field education;
- C. To cooperate with other groups in advancing the task of theological field education.
- D. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- E. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be

persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Subsection 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Certificate of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Subsection 3. Limitations. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Provisions, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its Members (if any), Steering Committee Members, Officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV
Members

The qualifications of Members, if any, the application process, the property, voting and other rights and privileges of Members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE V
Incorporator
No Change.

Article VI [new]
Steering Committee Members

The number of Members constituting the Steering Committee of the Corporation (referred to in the By-Laws at the Steering Committee) shall be 8 (eight) Members. The names and addresses of the persons who are to serve as the Steering Committee Members of the Corporation immediately after this amendment is filed with the Secretary of State of Delaware are as follows:

Sue Zabel
Wesley Theological Seminary
4500 Massachusetts Avenue NW
Washington, DC 20016

Dudley Rose
Harvard Divinity School
45 Francis Avenue
Cambridge, MA 02138

Dick Cunningham
School of Theology and Ministry
Seattle University
900 Broadway
Seattle, WA 98122-4340

Kathy Talvacchia
Union Theological Seminary
3041 Broadway
New York, NY 10027

Connie Kleingartner
Lutheran School of Theology
1100 E. 55th Street
Chicago, IL 60615

Mick Smith
Christian Theological Seminary
1000 W. 42nd Street
Indianapolis, IN 46208

Ira Frazier
Claremont School of Theology
1325 N. College Avenue
Claremont, CA 91711

Abigail Johnson
Emmanuel College
75 Queen's Park Cres
Toronto, Ontario M5S 1K7
Canada

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of Steering Committee Members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII [new] Steering Committee Member Liability Limitations

A Steering Committee Member shall have no liability to the Corporation for monetary damages for conduct as a Steering Committee Member, except for acts or omissions that involve intentional misconduct by the Steering Committee Member, or for any transaction from which the Steering Committee Member will personally receive a benefit in money, property or services to which the Steering Committee Member is not legally entitled. If the Delaware Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Steering Committee Members, then the liability of a Steering Committee Member shall be eliminated or limited to the full extent permitted by the Delaware Corporation Act, as so amended. Any repeal or modification of this Section shall not adversely affect any right or protection of a Steering Committee Member of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Steering Committee Member occurring prior to such repeal or modification.

Steering Committee Members of the Corporation shall not be personally liable to the Corporation or its Members, if any, for monetary damages for conduct as a Steering Committee Member, except for acts or omissions that involve intentional misconduct by a Steering

Committee Member or a knowing violation of law by a Steering Committee Member, where the Steering Committee Member votes or assents to a distribution which is unlawful or violates the requirements of this Amended Certificate of Incorporation, or for any transaction from which the Steering Committee Member will personally receive a benefit in money, property, or services to which the Steering Committee Member is not legally entitled.

ARTICLE VIII [new] Indemnification

Subsection 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Steering Committee Member or Officer of the Corporation or, while a Steering Committee Member or Officer, he or she is or was serving at the request of the Corporation as a Steering Committee Member, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Steering Committee Member, Officer, employee or agent or in any other capacity while serving as a Steering Committee Member, Officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Steering Committee Member, Officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Subsection 2 of this Section with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Steering Committee of the Corporation. The right to indemnification conferred in this Subsection 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Steering Committee Member or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Steering Committee Member or Officer is not entitled to be indemnified under this Subsection 1 or otherwise.

Subsection 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Subsection 1 of this Section is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such

claim. The claimant shall be presumed to be entitled to indemnification under this Section upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Steering Committee, independent legal counsel or its Members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Steering Committee, independent legal counsel or its Members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Subsection 3. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Amended Certificate of Incorporation, Bylaws, agreement, vote of Members, if any, or disinterested Steering Committee Members or otherwise.

Subsection 4. Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any Steering Committee Members, Officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Delaware Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any Steering Committee Member or Officer of the Corporation in furtherance of the provisions of this Section and may create a trust fund, grant a security interest or use other means, (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Section.

Subsection 5. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Steering Committee from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Section with respect to the indemnification and advancement of expenses of Steering Committee Members and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Delaware Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE IV [new] Bylaws

Bylaws of the Corporation may be adopted by the Steering Committee at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Section. The authority to make, alter, amend or repeal bylaws is vested in the

Steering Committee and may be exercised at any regular or special meeting of the Steering Committee.

IN WITNESS WHEREOF, the undersigned have signed this Amended Certificate of Incorporation this 25th day of April, 2001.

Dick Cunningham, Treasurer