

Exhibit A (of the resolution adopting this plan)
PLAN OF DISSOLUTION
AND DISTRIBUTION OF ASSETS
OF
THE SEVENTH DAY BAPTIST BOARD OF CHRISTIAN EDUCATION, INC.
A New York Not-for-Profit Corporation

The Board of Directors (the "Board") of The Seventh Day Baptist Board of Christian Education, Inc. (the "Corporation"), by unanimous written consent, after duly considering the advisability of voluntarily dissolving the Corporation and it being the unanimous opinion of the Board that it is advisable and in the best interests of the Corporation to effect such a dissolution, and the Board having adopted, by unanimous written consent, a plan for a voluntary dissolution of the Corporation, does hereby resolve that the Corporation be dissolved in accordance with the following plan (the "Plan"):

1. The Corporation is a Type B Not-For-Profit Corporation formed on June 12, 1940.
2. Upon resolution of the Board adopting this Plan, the Board shall submit the Plan to a vote of the members of the Corporation for approval.
3. The dissolution of the Corporation must be approved by the Department of Education and such approval shall be attached to the Certificate of Dissolution of the Corporation. No other approval of the dissolution of the Corporation is required by any governmental agency or officer.
4. The Corporation has assets consisting of real property, buildings, equipment, furniture, historical records, investments and cash. The Corporation shall sell the buildings and real property, equipment, furniture and other tangible personal property for fair market value and upon terms that are fair and reasonable to the Corporation, provided that certain historical records and other tangible personal property important to the Corporation's purposes shall be distributed according to this Plan. Upon the Corporation's dissolution, the proceeds from the sale of its assets, investments, cash and all of its other remaining assets shall be distributed to the Seventh Day Baptist General Conference USA and Canada, Ltd. (the "Distributee") pursuant to the Assignment of Assets and Assumption of Liabilities Agreement (the "Assignment Agreement") attached as Exhibit A hereto, pursuant to which the Distributee shall agree to use the assets it receives from the Corporation to promote the Corporation's educational purposes. The assets of the Corporation are as follows:

	<u>Fair Market Value</u>
Cash and equivalents	\$26,860.19
Investments	\$130,986.21
Land, Buildings and Equipment	<u>\$87,436.00</u>
Total	\$245,282.40

5. As illustrated by the fair market value of the Corporation's assets set forth above, the Corporation's buildings and real property do not constitute all or substantially all of the Corporation's assets. Any sale of the Corporation's buildings and real property in accordance with this Plan shall be authorized by a majority of the Corporation's Board of Directors pursuant to Section 509(b) of the New York Not-for-Profit Corporation Law which requires the sale of real property to be approved by a majority of a corporation's board of directors.
6. In addition to the contractual requirements of the Assignment Agreement, the Corporation has temporarily restricted assets that are legally required to be used for a particular purpose. These assets consist of the following funds: the Nurture Series Fund, the Muriel Osborne Teacher Training Fund, Year End Retreat and the Rex Zwiebel Lecture Series (the "Temporarily Restricted

Funds"). In the event the Temporarily Restricted Funds are not expended prior to the dissolution of the Corporation in accordance with the restrictions placed on them by the donors of such funds, each of the Temporarily Restricted Funds shall be transferred to the Distributee subject to the restrictions set forth in the gift instrument for each fund. Pursuant to the Assignment, the Distributee shall only use the Temporarily Restricted Funds in accordance with the terms of the gift instrument for each such fund.

7. All assets owned by the Corporation subject to any unpaid liabilities of the Corporation shall be distributed to the Distributee which is formed for purposes substantially similar to the Corporation's purposes and which qualifies as an exempt organization pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as amended. Further, all assets of the Corporation, if any, that shall exist or arise after the Asset Purchase Agreement or the dissolution of the Corporation, shall be the sole and absolute property of the Distributee.

8. The Corporation has liabilities of \$5,000 and a description of those liabilities is as follows:

Reserve for Expenses of Dissolution	<u>\$5,000</u>
Total	<u>\$ 5,000</u>

9. Within two hundred seventy days after the date that an Order Approving the Plan of Dissolution and Distribution of Assets is signed by the Court, the Corporation shall carry out this Plan.

10. The proper officers of the Corporation shall execute and file a Certificate of Dissolution, in accordance with Section 1003 of the Not-for-Profit Corporation Law.