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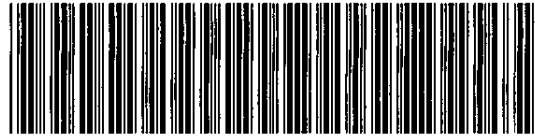
(Business Entity Name)

(Document Number)

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Plan of Dist

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY - 5 AM U: 55

FILED

3.000000 MAY 1 2008

Founded in 1852
by Sidney Davy Miller

MILLER CANFIELD

DAVID A. FRENCH

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April 28, 2008

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA CERTIFIED MAIL

Re: *Certificate of Compliance re Plan of Distribution Upon Dissolution of
AHIA Education Foundation*

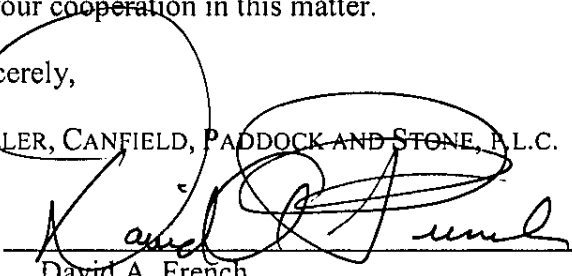
Dear Sir or Madam:

The AHIA Education Foundation ("the Foundation") was administratively dissolved late last year. Pursuant to Fla. Stat. § 617.1406, the Foundation has adopted a plan of distribution of assets. Enclosed for filing is the Certificate of Compliance regarding the Plan of Distribution that is required by the statute. We are also enclosing our check in the amount of \$35.00 for the filing fee. All requirements have therefore been satisfied to complete dissolution under Florida law.

If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned. Thank you very much for your cooperation in this matter.

Sincerely,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By: 

David A. French

DAF/srm

Enclosures

CERTIFICATE OF COMPLIANCE

FILED

08 MAY -5 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Barbara L. Winburn, being duly sworn, affirms and says:

1. I am the Chair of the Board of Directors (i.e. officer) of the AHIA Education Foundation, Inc., a Florida not for profit corporation.
2. The AHIA Education Foundation, Inc. has no members and is governed by its Board of Directors.
3. The AHIA Education Foundation, Inc. is currently dissolved and is winding up and liquidating its affairs pursuant to the Florida statutes.
4. The AHIA Education Foundation, Inc. has adopted a plan of distribution of its remaining assets as specified in the resolution adopted by the Board of Directors on November 27, 2007. A valid and true copy of the resolution adopted by the Board is attached hereto as Exhibit 1.
5. The plan of distribution as specified in the attached resolution provides for the discharge of all obligations of the AHIA Education Foundation, Inc. (as all such obligations were owed to the Association of Healthcare Internal Auditors, Inc.) and the distribution of other assets in accordance with the bylaws of the AHIA Education Foundation, Inc.
6. I hereby certify that the plan of distribution as contained in the attached resolution complies with Fla. Stat. §617.1406(2).

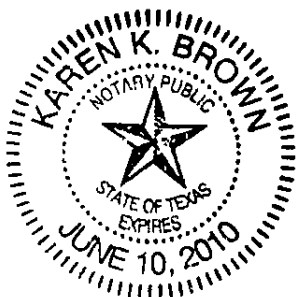
Further, affiant saith not.

Barbara L. Winburn

Barbara L Winburn, RHIA, CIA
Chair of the Board of Directors,
AHIA Education Foundation, Inc.

STATE OF TEXAS)
COUNTY OF GALVESTON) ss:

The foregoing instrument was acknowledged before me this 8 day of April, 2008, by Barbara L. Winburn, as Chair of the Board of Directors of AHIA Education Foundation, Inc., on behalf of the foundation.



Karen K. Brown

Notary Public, STATE OF TEXAS

County, _____

My Commission Expires: June 10, 2010

[Notary Public's Seal]

AALIB:517807.1\116331-00002

RESOLUTION TO BE ADOPTED BY
THE BOARD OF DIRECTORS OF AHIA EDUCATION FOUNDATION, INC. RELATING
TO DISSOLUTION OF AHIA EDUCATION FOUNDATION, INC.

WHEREAS, the AHIA Education Foundation, Inc. is organized and operates as a Florida not for profit corporation; and,

WHEREAS, the purpose of the AHIA Education Foundation, Inc. is to receive and administer funds and property for educational purposes through and for various educational activities; and,

WHEREAS, the AHIA Education Foundation, Inc. has operated in accordance with these purposes and activities; and,

WHEREAS, the AHIA Education Foundation, Inc. Board of Directors is authorized by law and the bylaws of the corporation to conduct and manage the business and affairs of the AHIA Education Foundation, Inc.; and,

WHEREAS, the Board of Directors of the AHIA Education Foundation, Inc. has determined that it is appropriate to conclude the business and affairs of the AHIA Education Foundation, Inc.

NOW, THEREFORE, the Board of Directors of the AHIA Education Foundation, Inc. hereby resolves that:

a. The AHIA Education Foundation, Inc. shall conclude its business and affairs and shall be dissolved.

b. Karen Young is authorized to take all action on behalf of the Board to accomplish said dissolution in accordance with applicable law.

RESOLUTION TO BE ADOPTED BY
THE BOARD OF DIRECTORS OF AHIA EDUCATION FOUNDATION, INC.
RELATING TO DISTRIBUTION OF FUNDS

WHEREAS, the Association of Healthcare Internal Auditors has incurred certain expenses to support and assist the AHIA Education Foundation, Inc., including but not limited to legal fees and other expenses; and,

WHEREAS, the Association of Healthcare Internal Auditors has maintained a library and conducts certain other activities that are strictly for the purposes of educating persons engaged in the healthcare internal auditing profession; and,

WHEREAS, the AHIA Education Foundation maintains \$29,600.68 in the AHIA bank account; and,

WHEREAS, the provision of funds for the library and educational activities is in accordance with, and in furtherance of, the purposes of the AHIA Education Foundation, Inc. as set forth in Article II, Section of the Bylaws of the AHIA Education Foundation, Inc.; and,

WHEREAS, the AHIA Education Foundation, Inc. is contemplating dissolution, and the Association of Healthcare Internal Auditors has agreed to pay the expenses associated with such dissolution; and,

WHEREAS, the Association of Healthcare Internal Auditors has agreed that any funds it receives from the AHIA Education Foundation, Inc. ("the Foundation") in excess of the expenses incurred by the Association of Healthcare Internal Auditors to support the Foundation or to dissolve the Foundation shall be used solely for the library and educational activities benefiting persons engaged in the healthcare internal auditing profession.

NOW, THEREFORE, the Board of Directors of the AHIA Education Foundation, Inc. hereby resolves that:

a. The AHIA Education Foundation, Inc. shall transfer \$ 29,600.68 to the Association of Healthcare Internal Auditors on the condition that such funds shall be used by the Association of Healthcare Internal Auditors to defray expenses incurred to support or dissolve the AHIA Education Foundation, and that any funds in excess of such expenses shall be used solely for the Association of Healthcare Internal Auditors library and for educational activities benefiting persons engaged in the healthcare internal auditing profession;

b. The disbursement shall occur after the AHIA Education Foundation, Inc. has received written confirmation from Board of Directors of the Association of Healthcare Internal Auditors of its agreement to use such funds to defray expenses incurred to support or dissolve the AHIA Education Foundation, and to use any funds in excess of such expenses solely for the Association of Healthcare Internal Auditors library and for educational activities benefiting persons engaged in the healthcare internal auditing profession.