

N930000001751



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3001 Tamiami Trail North
Naples, Florida 34103
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Blake W. Kirkpatrick
Juris Doctorate in Law
Masters of Arts in Economics

January 23, 2001

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
Attn: Susan Payne, Sr. Section Administrator
P.O. Box 6327
Tallahassee, FL 32314

Re: *Keewaydin Institute, Inc.*
Our File no. 1324.5

Dear Susan:

Per your discussion with my assistant, Connie Erickson, enclosed please find a check in the amount of \$35.00, which represents the filing fee for the Corporate Resolution and Plan of Distribution of the above-referenced entity.

Thank you for your attention to this matter. Please do not hesitate to contact me should you have any questions or require anything further.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Blake W. Kirkpatrick'.

Blake W. Kirkpatrick

BWK/cle
Enclosures

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Plan of
Dist. of
Assets

FILED
01 JAN 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 16, 2001

Joe B. Cox
Suite 100
3001 Tamiami Trail North
Naples, FL 34103

SUBJECT: KEEWAYDIN INSTITUTE, INC.
Ref. Number: N93000001751

We have received your document for KEEWAYDIN INSTITUTE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file your document is \$35.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 201A00002249

CORPORATE RESOLUTION TO WIND UP AFFAIRS OF THE KEEWAYDIN
INSTITUTE, INC., AND PLAN OF DISTRIBUTION

KNOW BY ALL THESE PRESENTS THAT:

WHEREAS, by Certificate of Incorporation dated April 19, 1993, a Florida not-for-profit corporation known as the KEEWAYDIN INSTITUTE, INC., was formed (hereinafter referred to as the "INSTITUTE"); and

WHEREAS, the INSTITUTE was recognized as an organization described in section 501(c)(3) of the Internal Revenue Code (the "Code") and exempt from income taxation under section 501(a) of the Code; and

WHEREAS, the INSTITUTE had applied for recognition as a public support organization described in 509(a)(1) or 509(a)(2) of the Code; and

WHEREAS, the INSTITUTE was denied recognition by the Internal Revenue Service as a public support organization as defined under 509(a)(1) or 509(a)(2) of the Code; however, pursuant to the Internal Revenue Service ruling, the INSTITUTE retained its status as a private foundation as defined under 509(a) of the Code and a tax exempt organization as defined in 501(c)(3) of the Code; and

WHEREAS, the Directors of the INSTITUTE were under the mistaken belief that as a result of having been denied recognition as a public support organization as defined under 509(a)(1) or 509(a)(2) of the Code, the INSTITUTE must change its corporate status under Florida law; and

WHEREAS, the INSTITUTE was given advice by the State of Florida to voluntarily dissolve the not-for-profit corporation; and

WHEREAS, by unanimous vote on August 3, 1999, the Board of Directors of the INSTITUTE agreed to file for Voluntary Dissolution with the State of Florida; and

WHEREAS, effective as of August 6, 1999, the INSTITUTE has been voluntarily dissolved; and

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TALLAHASSEE, FLORIDA

WHEREAS, as a part of the winding up of affairs of the INSTITUTE, the Board of Directors have agreed to transfer all of the assets of the INSTITUTE to THE AMAZA FOUNDATION (hereinafter referred to as the "FOUNDATION"), effective as of the date of dissolution; and

WHEREAS, all liabilities and obligations of the INSTITUTE have been paid and discharged, or adequate provisions have been made therefor; and

WHEREAS, pursuant to Florida Statute section 617.1406(3)(c), any assets distributed from the INSTITUTE shall be for charitable, religious, eleemosynary, benevolent, educational, or similar purposes and shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the INSTITUTE; and

WHEREAS, the FOUNDATION is (i) recognized as an organization described in section 501(c)(3) of the Code, (ii) is exempt from income taxation under section 501(a) of the Code, and (iii) is engaged in activities substantially similar to those of the INSTITUTE; and

WHEREAS, the undersigned, who are all members, directors and shareholders entitled to vote on such distribution of assets from the INSTITUTE, desire to waive notice of this Corporate Resolution to Wind Up the Affairs of the INSTITUTE and Plan of Distribution.

NOW, THEREFORE, the undersigned, being all the directors and shareholders of the INSTITUTE, do hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 617 of the Florida Statutes:

RESOLVED, that as a part of the winding up of affairs of the INSTITUTE, all of the assets of the INSTITUTE shall be transferred to the FOUNDATION, effective as of August 6, 1999; and be it further

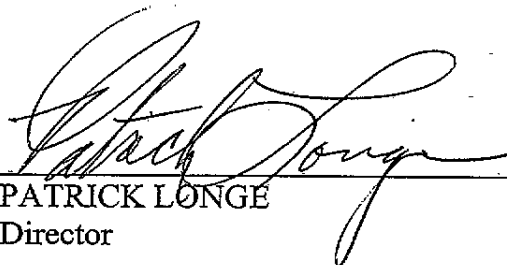
RESOLVED, the undersigned, who are all members, directors and shareholders entitled to vote on such distribution of assets from the INSTITUTE hereby waive notice of the Plan of Distribution; and be it further

RESOLVED, that any actions previously taken by the officers of the INSTITUTE to voluntarily dissolve and wind up the affairs of the INSTITUTE are hereby approved, ratified and confirmed.

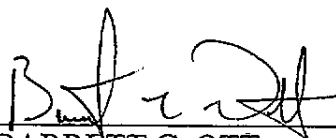
IN WITNESS WHEREOF, the undersigned, representing a majority in interest of the Board of Directors, have executed this Corporate Resolution to Wind Up Affairs of the Keewaydin Institute, Inc., and Plan of Distribution as of the 28th day of December, 2000.



R. CHRISTOPHER OTT
Director



PATRICK LONGE
Director



BARRETT C. OTT
Director